					DEPARTMENT		TURAL RESOL			AMEN	FO DED REPOR	RM 3	
					DIVISION C	OF OIL, G	SAS AND MIN	ING					
		AP	PLICATION	FOR PER	MIT TO DRILL					and NUMBER THREE RIVERS F	EDERAL 3-	53-820	
2. TYPE O	F WORK	DRILL NEW WELL	REEN	TER P&A WE	LL DEEPEN	WELL ()		3. FIELD OR V		DCAT		
4. TYPE O	F WELL	Oil	Well	Coalbed Me	ethane Well: NO				5. UNIT or CO	MMUNITIZATION	N AGREEM	ENT NAM	1E
6. NAME C	F OPERATOR		AXI	A ENERGY L	LC				7. OPERATOR		6-5200		
8. ADDRES	SS OF OPERATO		30 Larimer S	te 400, Denv	ver, CO, 80202				9. OPERATOR	E-MAIL rsatre@axia	aenergy.co	m	
	0. MINERAL LEASE NUMBER FEDERAL, INDIAN, OR STATE) UTU85994 11. MINERAL OWNERSHIP FEDERAL INDIAN STATE							FEE	12. SURFACE		STATE	(F	EE (
13. NAME	OF SURFACE (OWNER (if box 12 =	'fee')						14. SURFACE	OWNER PHONE	(if box 12	= 'fee')	
15. ADDRI	ESS OF SURFA	CE OWNER (if box 1	12 = 'fee')						16. SURFACE	OWNER E-MAIL	(if box 12	= 'fee')	
	N ALLOTTEE OF	R TRIBE NAME			INTEND TO COMM		RODUCTION F	ROM	19. SLANT				
(If box 12	= 'INDIAN')						ing Application) NO 📵	VERTICAL	DIRECTION	AL 📵 H	IORIZONT	ΓAL 🛑
20. LOCA	TION OF WELL			FOOTA	GES	QTI	R-QTR	SECTION	TOWNS	IIP R	ANGE	МЕ	RIDIAN
LOCATIO	LOCATION AT SURFACE				320 FEL	N	ESE	3	8.0 S	2	0.0 E		S
Top of U	ppermost Prod	ucing Zone	2	2640 FNL 1	FNL 1332 FEL		SENE	3	8.0 S	2	0.0 E		S
At Total Depth 2640 FNL 1332 FEL						S	ENE	3	8.0 S	2	0.0 E		S
21. COUN	TY	UINTAH		22. [DISTANCE TO NEA	REST LE. 132		t)	23. NUMBER O	OF ACRES IN DR	ILLING UN 10	IT	
					DISTANCE TO NEA plied For Drilling		leted)	00L	26. PROPOSE		TVD: 882	8	
27. ELEVA	TION - GROUN	D LEVEL 4802		28. J	BOND NUMBER	LPM904				OF DRILLING WAS S APPROVAL NU 49-2262 - RNI	JMBER IF A		LE
		4002	A	\	Hole, Casing			nation					
String	Hole Size	Casing Size	Length	Weight			Max Mud		Cemen	t	Sacks	Yield	Weight
SURF	11	8.625	0 - 900	32.0	J-55 LT	&C	8.7	Р	remium Lite Hig	h Strength	70	2.97	11.5
									Class G		115	1.16	15.8
PROD	7.875	5.5	0 - 8904	17.0	N-80 LT	&C	9.2	P	remium Lite Hig	h Strength	825	2.31	12.0
					А	TTACH	MENTS						
	VER	IFY THE FOLLOW	VING ARE	ATTACHE	O IN ACCORDAN	ICE WIT	H THE UTAH	OIL AND G	AS CONSERVA	ΓΙΟΝ GENERA	L RULES		
W wi	ELL PLAT OR M	AP PREPARED BY L	ICENSED SUI	RVEYOR OR	ENGINEER		✓ COMPL	ETE DRILLING	PLAN				
AF	FIDAVIT OF STA	TUS OF SURFACE O	OWNER AGRI	EEMENT (IF	FEE SURFACE)		FORM 5	. IF OPERATO	R IS OTHER THAN	THE LEASE OW	/NER		
I DIF	RECTIONAL SU	RVEY PLAN (IF DIRE	CTIONALLY	OR HORIZO	ONTALLY DRILLED))	ТОРОБ	RAPHICAL MA	P				
NAME Do	on Hamilton			TITLE Perr	mitting Agent (Buys	& Associ	iates, Inc)			PHONE 435 7	19-2018		
SIGNATU	RE			DATE 06/0	01/2012					EMAIL starpoi	nt@etv.net		
	BER ASSIGNED 047528200	0000		APPROVAL	L			Br	00.64KU	• 17			
								Perm	it Manager				

DRILLING PLAN

Axia Energy, LLC
Three Rivers Project
Three Rivers Federal #3-53-820
NESE Sec 3 T8S R20E
Uintah County, Utah

1. <u>ESTIMATED FORMATION TOPS</u>

FORMATION	I	TOP (TVD)	COMMENTS
Uinta		Surface	Gas & Degraded Oil; Possible Brackish H ₂ O
Green River		2,943′	Oil & Associated Gas
Lower Green	n River*	4,848′	Oil & Associated Gas
Wasatch*		6,771′	Oil & Associated Gas
TD	8,904' (MD)	8,828' (TVD)	

NOTE: Datum, Ground Level (GL) Elevation: 4,802'; Asterisks (*) denotes target pay intervals

A) The Bureau of Land Management (BLM) will be notified within 24 hours of spudding the well. The State of Utah, Division of Oil, Gas and Mining will be notified within 24 hours of spudding the well.

2. CASING PROGRAM

CASING	HOLE SIZE	DEPTH SET (MD)	CSG SIZE	WGHT	GRD	THRD	CAPACITY (bbl/ft)
CONDUCTOR		50-75	13 3/8				
SURFACE	11	900 ±	8 %	32.0	J-55	LTC	0.0609
PRODUCTION	7 %	8,904'	5 1/2	17.0	N-80	LTC	0.0232

NOTE: All casing depth intervals are to surface unless otherwise noted.

Casing Specs

SIZE (in)	ID (in)	DRIFT DIA (in)	COLLAPSE RESISTANCE (psi)	INTERNAL YIELD (psi)	TENSILE YIELD (lbs)	JOINT STRENGTH (lbs)
8 %	7.921	7.796	2,530	3,930	503,000	417,000
5 ½	4.892	4.767	6,280	7,740	397,000	348,000

- **A)** The Bureau of Land Management will be notified 24 hours prior to running casing, cementing, and BOPE testing
- B) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part B.1 h:
 - a) Prior to drilling out cement, all casing strings will be pressure tested to 0.22 psi/ft of casing length or 1500 psi, whichever is greater, but not to exceed 70% of minimum internal yield. Pressure decline must not be greater than 10% in 30 minutes.

FLOAT EQUIPMENT

SURFACE (8 5/8): Float Shoe, 1 JNT Casing, Float Collar

1st 4 Joints: every joint

Centralizers: Remainder: every third joint

PRODUCTION (5 1/2): Float Shoe, 1 JNT Casing, Float Collar

Centralizers: 1st 4 Joints: every joint

Remainder: every third joint 500' into surface casing

NOTE: $5 \frac{1}{2}$ " 17# N-80 or equivalent marker collar or casing joints will be placed at the top of the Green

River and approximately 400' above the Wasatch.

3. **CEMENT PROGRAM**

CONDUCTOR (13 3/8): Ready Mix – Cement to surface

SURFACE (8 5/8): Cement Top: Surface

Lead: 70 sks, Premium Lightweight Cmt w/ additives, 11.50 ppg, 2.97

cf/sk, 50% excess

Tail: 115 sks Class G Cement w/ additives, 15.80 ppg, 1.16 cf/sk, 50%

excess

NOTE: The above volumes are based on a gauge-hole + 50% excess.

PRODUCTION (5 1/2): Cement Top: 2,700'

825 sacks – Light Premium Cement w/ additives – 12.0 ppg, 2.31

ft3/sk – 20% excess

NOTE: The above volumes are based on gauge hole + 20%

excess. Adjustments will be made and volumes will be caliper +

10%.

NOTE: The above volumes are based on a gauged-hole. Adjustments will be made based on caliper.

- A) For Surface casing, if cement falls or does not circulate to surface, cement will be topped off.
- **B)** Cement will not be placed down annulus with a 1" pipe unless BLM is contacted.
- **c)** The Bureau of Land Management will be notified 24 hours prior to running casing and cementing.
- D) As per 43 CFR 3160, Onshore Oil and Gas Order No.2, Drilling Operations, Part B:
 - a) All waiting on cement times shall be adequate to achieve a minimum of 500 psi compressive strength at the casing shoe (minimum of 8 hours) prior to drilling out.
 - b) Prior to drilling out cement, casing will be pressure tested to 1500 psi. Pressure decline must not be greater than 10% (150 psi) in 30 minutes.

4. PRESSURE CONTROL EQUIPMENT

- **A)** The Bureau of Land Management will be notified 24 hours prior to all BOPE pressure tests. The State of Utah, Division of Oil, Gas and Mining will be notified 24 hours prior to all BOPE pressure tests.
- **B)** The BOPE shall be closed whenever the well is unattended.
- c) As per 43 CFR 3160, Onshore Oil and Gas Order No. 2, Drilling Operations, Part A:
 - a) All BOPE connections subjected to well pressure will be flanged, welded, or clamped.
 - b) Choke Manifold:
 - i) Tee blocks or targeted 'T's will be used and anchored to prevent slip and reduce vibration.
 - ii) Two adjustable chokes will be used in the choke manifold.
 - iii) All valves (except chokes) in kill line choke manifold and choke line will not restrict the flow.
 - iv) Pressure gauges in the well control system will be designed for drilling fluid.
- **D)** BOPE Testing:
 - a) BOPE shall be pressure tested when initially installed, whenever any seal subject to pressure testing is broken, or after repairs.
 - b) All BOP tests will be performed with a test plug in place.
 - c) BOP will be tested to full stack working pressure and annular preventer to 50% stack working pressure.

INTERVAL	BOP EQUIPMENT
0 - 900 ±	11" Diverter with Rotating Head
900 ± - TD	3,000# Ram Double BOP & Annular with Diverter & Rotating Head
NOTE: Drilling spool	to accommodate choke and kill lines

5. MUD PROGRAM

- **A)** Mud test will be performed at least every 24 hours and after mudding up to determine density, viscosity, gel strength, filtration, and pH.
- **B)** Gas-detecting equipment will be installed and operated in the mud-return system from top of Green River Formation to TD.
 - a) Flare line discharge will be located no less than 100 feet from the wellhead using straight or targeted 'T's and anchors.

INTERVAL	MUD WGHT	VISC	FLUID LOSS	COMMENTS
SURF - 900 ±	8.4 – 8.7 ppg	32	NC	Spud Mud
$900 \pm - TD$	8.6 – 9.2 ppg	40	NC	DAP/Gel

NOTE: Mud weight increases will be directed by hole conditions.

6. ABNORMAL CONDITIONS

- **A)** No abnormal pressures or temperatures are anticipated.
 - a) Estimated bottom hole pressure at TD will be approximately 3,823 psi (normal pressure gradient: 0.433 psi/ft).
 - b) Estimated maximum surface pressure will be approximately 1,942 psi (estimated bottom hole minus pressure of partially evacuated hole (gradient: 0.220 psi/ft)).
- **B)** No hydrogen sulfide is anticipated.

INTERVAL	CONDITION	
SURF - 900 ±	Lost Circulation Possible	
$900 \pm - TD$	Lost Circulation Possible	

7. AUXILIARY EQUIPMENT

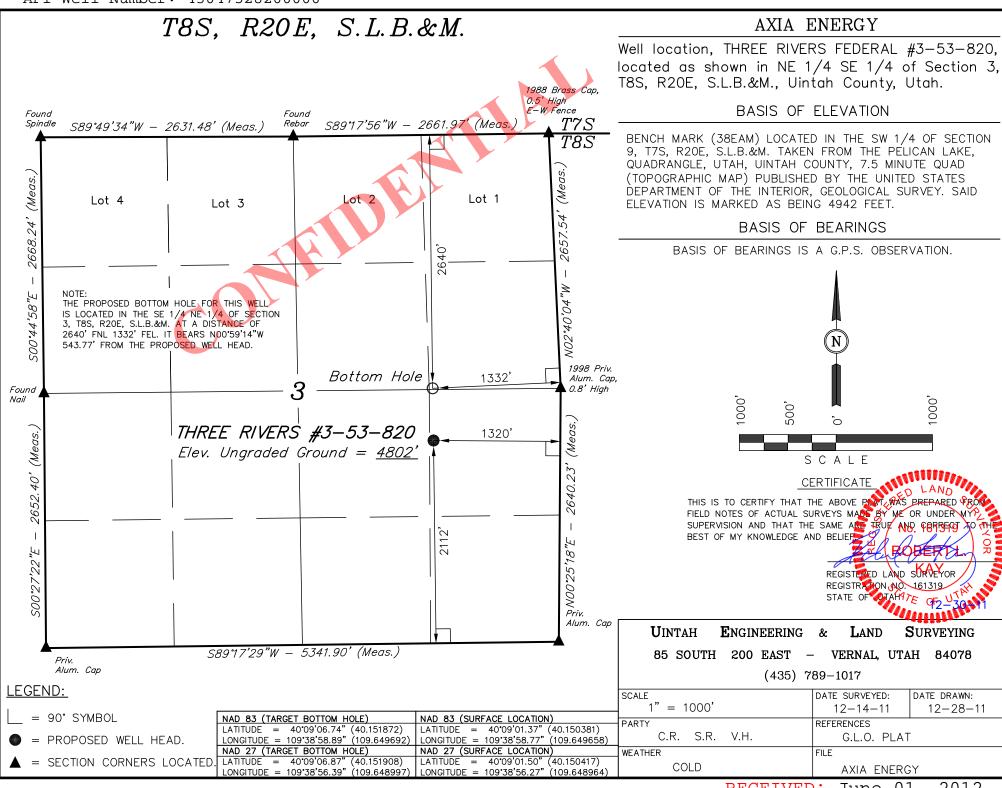
- A) Choke Manifold
- **B)** Upper and lower kelly cock with handle available
- c) Stabbing valve
- **D)** Safety valve and subs to fit all string connections in use

8. SURVEY & LOGGING PROGRAMS

- **A)** Cores: None anticipated.
- **B)** Testing: None anticipated.
- c) Directional Drilling: Directional tools will be used to locate the bottom hole per the attached directional plan +/-.
- **D)** Open Hole Logs: TD to surface casing: resistivity, neutron density, gamma ray and caliper.
- **E)** Mud Logs: Computerized 2-person logging unit will catch and describe 10 foot samples from top of Green River Formation to TD; record and monitor gas shows and record drill times (normal mud logging duties).

9. HAZARDOUS MATERIALS

In accordance with Superfund Amendments and Reauthorization Act of 1986 (SARA) Title III, no chemicals subject to reporting in an amount equal to or greater than 10,000 pounds will be used, produced, stored, transported, or disposed of annually in association with the drilling of this well. Furthermore, no extremely hazardous substances, as defined in 40 CFR 355, in threshold planning quantities (TPQ), will be used, produced, stored, transported, or disposed of in association with the drilling of this well.

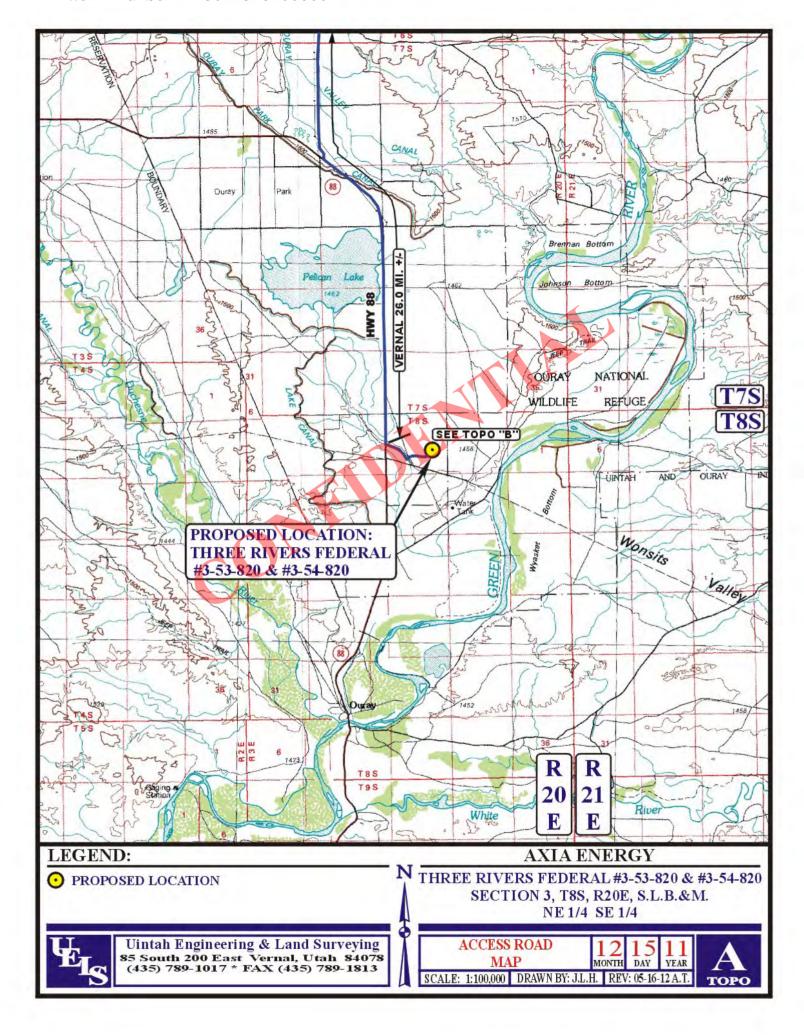


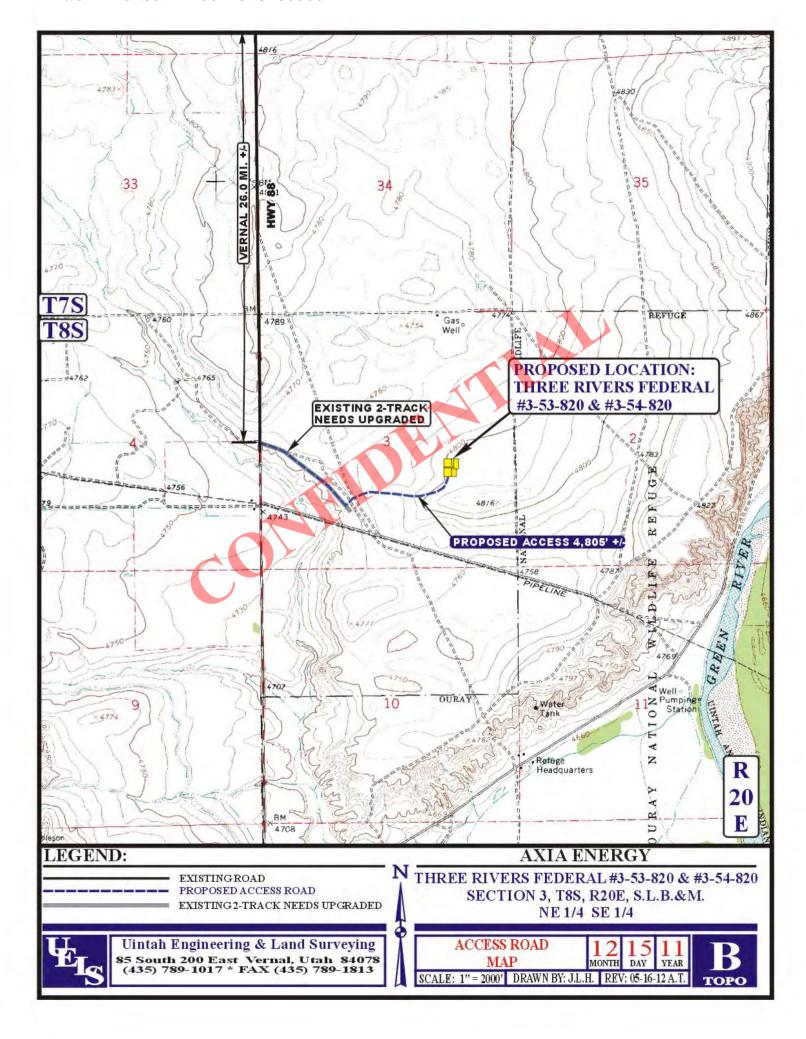
RECEIVED: June 01, 2012

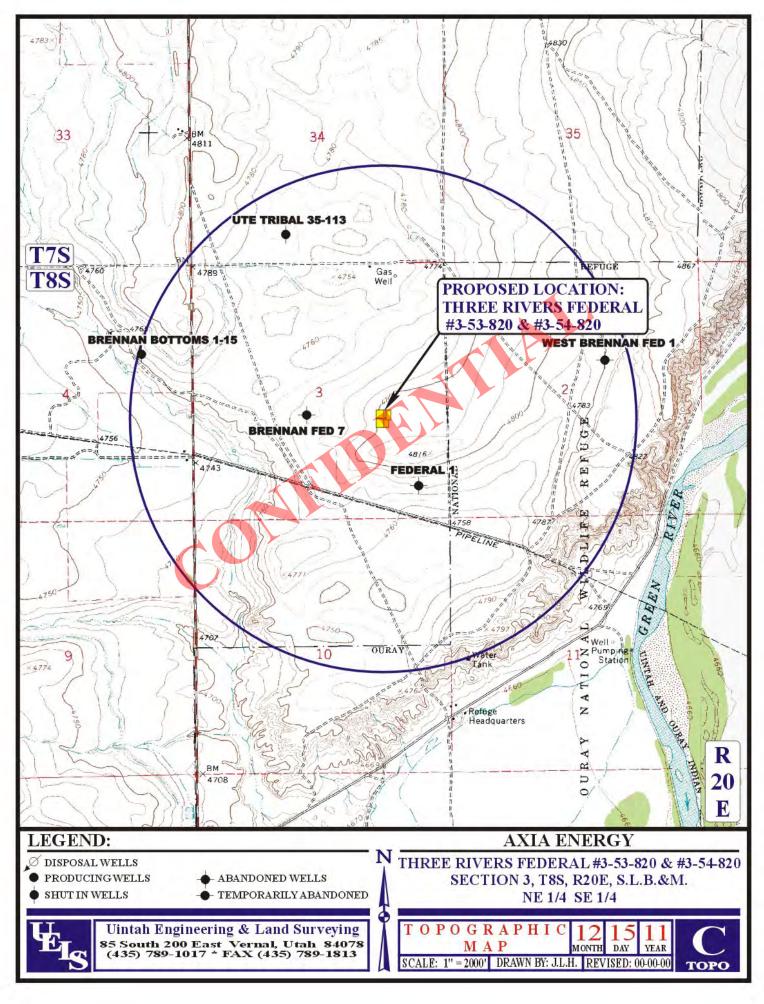
AXIA ENERGY THREE RIVERS FEDERAL #3-53-820 & #3-54-820 SECTION 3, T8S, R20E, S.L.B.&M.

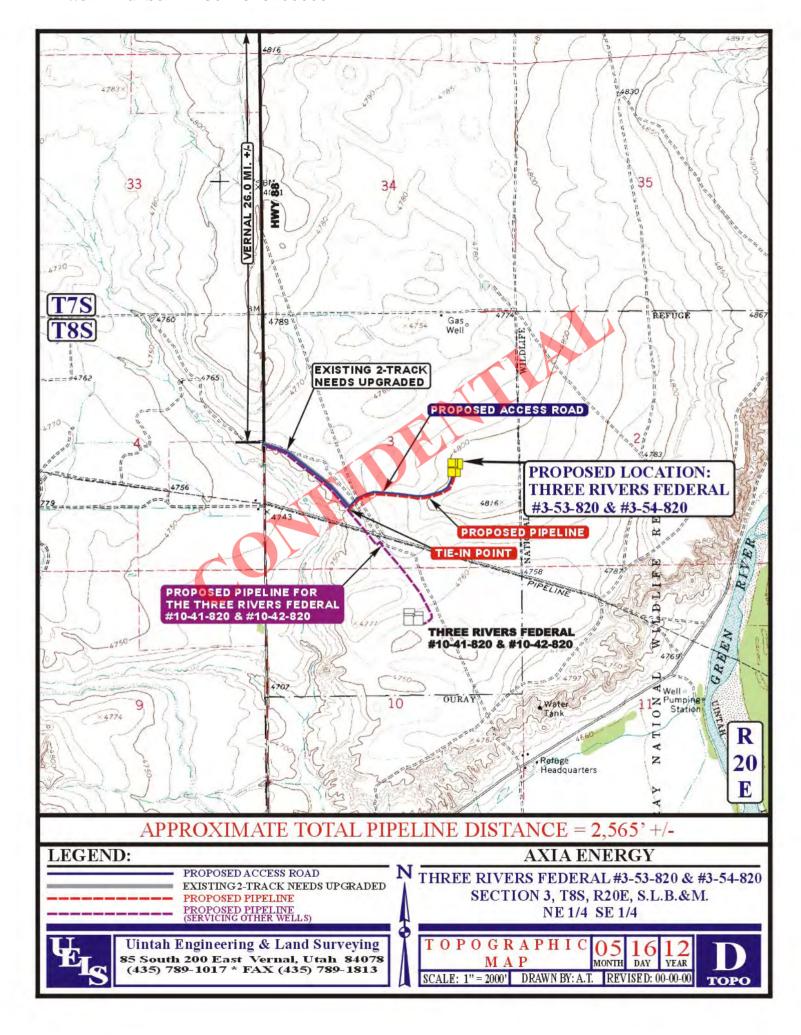
PROCEED IN A WESTERLY DIRECTION FROM VERNAL, UTAH ALONG U.S. HIGHWAY 40 APPROXIMATELY 14.0 MILES TO THE JUNCTION OF THIS ROAD AND STATE HIGHWAY 88; EXIT LEFT AND PROCEED IN A SOUTHERLY DIRECTION APPROXIMATELY 12.0 MILES TO THE JUNCTION OF THIS ROAD AND THE BEGINNING OF THE PROPOSED ACCESS TO THE SOUTHEAST; FOLLOW ROAD FLAGS IN A SOUTHEASTERLY, THEN EASTERLY, THEN NORTHEASTERLY DIRECTION APPROXIMATELY 4,805' TO THE PROPOSED LOCATION.

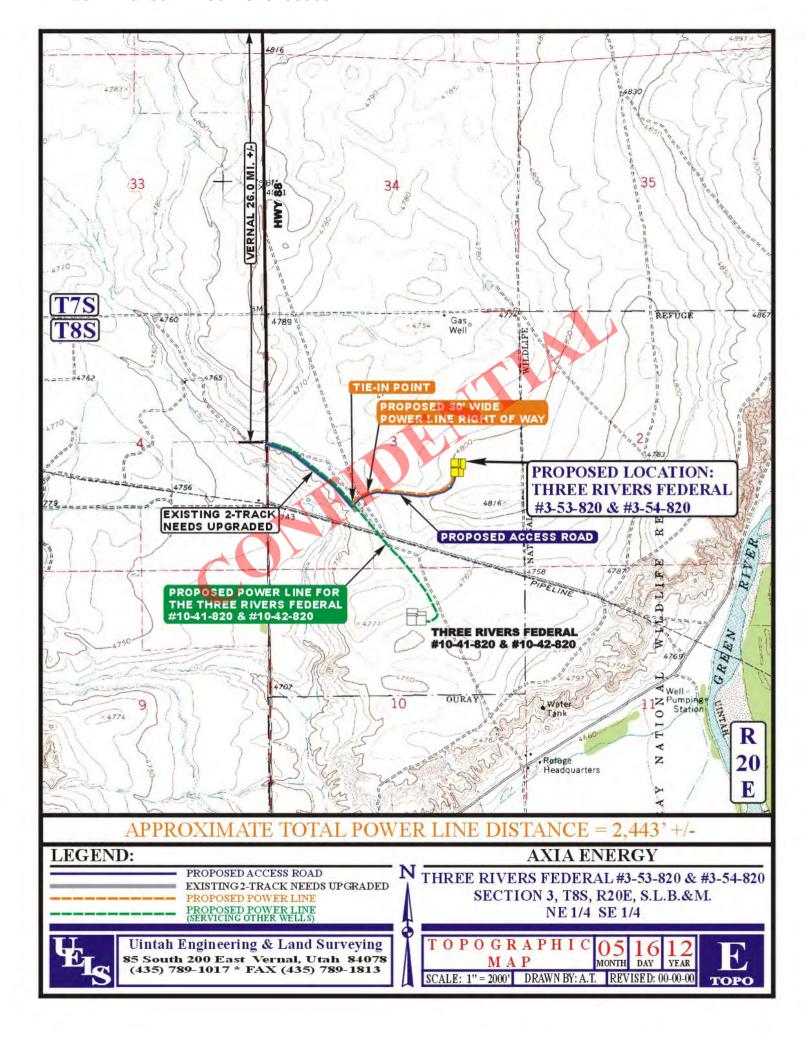
TOTAL DISTANCE FROM VERNAL, UTAH TO THE PROPOSED WELL LOCATION IS APPROXIMATELY 26.9 MILES.











Well Planning Proposal FOR

Axia Energy
Three Rivers #3-53-820
Uintah Co., UT

Well File: Design #1 (2/21/12)

Presented By:

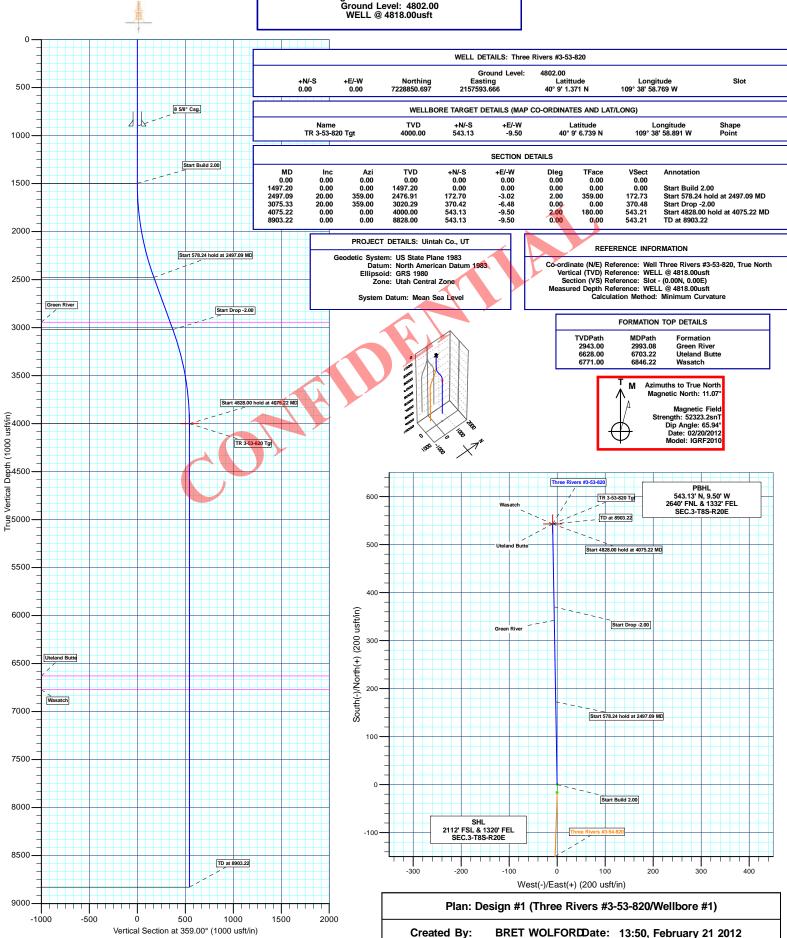
Pat Rasmussen Regional Manager

> Bret Wolford Well Planner



Axia Energy
Project: Uintah Co., UT
Site: Sec.3-T8S-R20E
Well: Three Rivers #3-53-820
Wellbore: Wellbore #1
Design: Design #1
Latitude: 40° 9' 1.371 N
Longitude: 109° 38' 58.769 W
Ground Level: 4802.00





Axia Energy

Uintah Co., UT Sec.3-T8S-R20E Three Rivers #3-53-820

Wellbore #1

Plan: Design #1

Standard Planning Report

21 February, 2012



Planning Report



EDM 5000.1 Single User Db Database:

Company: Project: Site:

Axia Energy

Uintah Co., UT Sec.3-T8S-R20E Three Rivers #3-53-820

Wellbore: Wellbore #1 Design #1 Design:

Local Co-ordinate Reference:

TVD Reference: MD Reference: North Reference:

Survey Calculation Method:

Well Three Rivers #3-53-820

WELL @ 4818.00usft WELL @ 4818.00usft

True

Minimum Curvature

Project

Map Zone:

Site

Well:

Uintah Co., UT

Map System: Geo Datum:

US State Plane 1983 North American Datum 1983

Utah Central Zone

System Datum:

Mean Sea Level

Sec.3-T8S-R20E

Site Position: From: **Position Uncertainty:**

Lat/Long

Northing: Easting: Slot Radius: 7,229,874.935 usft 2,155,691.519 usft 13-3/16"

Latitude: Longitude: Grid Convergence:

40° 9' 11.880 N 109° 39' 22.990 W

1.18 °

Well Three Rivers #3-53-820

Well Position

+N/-S +E/-W 1,880.63 usft

-1,063.23 usft Northing: Easting:

7,228,850.697 usft 2,157,593.666 usft

Latitude: Longitude: **Ground Level:**

40° 9' 1.371 N 109° 38' 58.769 W

Position Uncertainty

0.00 usft

0.00 usft

Wellhead Elevation:

usft

4,802.00 usft

Wellbore	Wellbore #1	
Magnetics	Model Name	Sample Date

IGRF2010

02/20/12

Declination (°) 11.07 Dip Angle (°)

65.94

Field Strength (nT)

52.323

Design	Design #1					
Audit Notes:						
Version:		Phase:	PLAN	Tie On Depth:	0.00	
Vertical Section:		Depth From (TVD)	+N/-S	+E/-W	Direction	
		(usft)	(usft)	(usft)	(°)	
		0.00	0.00	0.00	359.00	

Plan Sections										
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)	TFO (°)	Target
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
1,497.20	0.00	0.00	1,497.20	0.00	0.00	0.00	0.00	0.00	0.00	
2,497.09	20.00	359.00	2,476.91	172.70	-3.02	2.00	2.00	0.00	359.00	
3,075.33	20.00	359.00	3,020.29	370.42	-6.48	0.00	0.00	0.00	0.00	
4,075.22	0.00	0.00	4,000.00	543.13	-9.50	2.00	-2.00	0.00	180.00	TR 3-53-820 Tgt
8,903.22	0.00	0.00	8,828.00	543.13	-9.50	0.00	0.00	0.00	0.00	

Planning Report



Database: EDM 5000.1 Single User Db

 Company:
 Axia Energy

 Project:
 Uintah Co., UT

 Site:
 Sec.3-T8S-R20E

 Well:
 Three Rivers #3-53-820

Wellbore: Wellbore #1
Design: Design #1

Local Co-ordinate Reference:

TVD Reference:
MD Reference:
North Reference:

Survey Calculation Method:

Well Three Rivers #3-53-820

WELL @ 4818.00usft WELL @ 4818.00usft

True

Minimum Curvature

ned Survey									
-									_
Measured Depth (usft)	Inclination (°)	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
100.00	0.00	0.00	100.00	0.00	0.00	0.00	0.00	0.00	0.00
200.00	0.00	0.00	200.00	0.00	0.00	0.00	0.00	0.00	0.00
300.00	0.00	0.00	300.00	0.00	0.00	0.00	0.00	0.00	0.00
400.00	0.00	0.00	400.00	0.00	0.00	0.00	0.00	0.00	0.00
500.00	0.00	0.00	500.00	0.00	0.00	0.00	0.00	0.00	0.00
600.00	0.00	0.00	600.00	0.00	0.00	0.00	0.00	0.00	0.00
700.00	0.00	0.00	700.00	0.00	0.00	0.00	0.00	0.00	0.00
800.00	0.00	0.00	800.00	0.00	0.00	0.00	0.00	0.00	0.00
8 5/8" Csg.					~				
900.00	0.00	0.00	900.00	0.00	0.00	0.00	0.00	0.00	0.00
1,000.00	0.00	0.00	1,000.00	0.00	0.00	0.00	0.00	0.00	0.00
1,100.00	0.00	0.00	1,100.00	0.00	0.00	0.00	0.00	0.00	0.00
1,200.00	0.00	0.00	1,200.00	0.00	0.00	0.00	0.00	0.00	0.00
1,300.00	0.00	0.00	1,300.00	0.00	0.00	0.00	0.00	0.00	0.00
1,400.00	0.00	0.00	1,400.00	0.00	0.00	0.00	0.00	0.00	0.00
			.,						
Start Build 2									
1,497.20	0.00	0.00	1,497.20	0.00	0.00	0.00	0.00	0.00	0.00
1,500.00	0.06	359.00	1,500.00	0.00	0.00	0.00	2.00	2.00	0.00
1,600.00	2.06	359.00	1,599.98	1.84	-0.03	1.84	2.00	2.00	0.00
1,700.00	4.06	359.00	1,699.83	7.17	-0.13	7.18	2.00	2.00	0.00
1,800.00	6.06	359.00	1,799.44	15.99	-0.28	15.99	2.00	2.00	0.00
1,900.00	8.06	359.00	1,898.67	28.27	-0.49	28.27	2.00	2.00	0.00
2,000.00	10.06	359.00	1,997.42	44.00	-0.77	44.01	2.00	2.00	0.00
2,100.00	12.06	359.00	2,095.56	63.18	-1.11	63.19	2.00	2.00	0.00
2,200.00	14.06	359.00	2,192.97	85.76	-1.50	85.78	2.00	2.00	0.00
2,300.00	16.06	359.00	2,289.53	111.73	-1.96	111.75	2.00	2.00	0.00
2,400.00	18.06	359.00	2,385.13	141.06	-2.47	141.08	2.00	2.00	0.00
,	hold at 2497.09		2,000.10	141.00	2.47	141.00	2.00	2.00	0.00
2,497.09	20.00	359.00	2,476.91	172.70	-3.02	172.73	2.00	2.00	0.00
2,500.00	20.00	359.00	2,479.65	173.70	-3.02	173.73	0.00	0.00	0.00
2,600.00	20.00	359.00	2,573.62	207.89	-3.64	207.92	0.00	0.00	0.00
2,700.00	20.00	359.00	2,667.59	242.09	-4.24	242.12	0.00	0.00	0.00
2,800.00	20.00	359.00	2,761.56	276.28	-4.83	276.32	0.00	0.00	0.00
2,900.00	20.00	359.00	2,855.53	310.47	-5.43	310.52	0.00	0.00	0.00
Green River									
2,993.08	20.00	359.00	2,943.00	342.30	-5.99	342.35	0.00	0.00	0.00
3,000.00	20.00	359.00	2,949.50	344.66	-6.03	344.72	0.00	0.00	0.00
Start Drop -2									
3,075.33	20.00	359.00	3,020.29	370.42	-6.48	370.48	0.00	0.00	0.00
3,100.00	19.50	359.00	3,043.51	378.76	-6.63	378.82	2.00	-2.00	0.00
3,200.00	17.50	359.00	3,138.33	410.49	-7.18	410.55	2.00	-2.00	0.00
3,300.00	15.50	359.00	3,234.21	438.89	-7.68	438.96	2.00	-2.00	0.00
3,400.00	13.50	359.00	3,331.01	463.93	-8.12	464.00	2.00	-2.00	0.00
3,500.00	11.50	359.00	3,428.64	485.58	-8.50	485.65	2.00	-2.00	0.00
3,600.00	9.50	359.00	3,526.96	503.81	-8.82	503.88	2.00	-2.00	0.00
3,700.00	7.50	359.00	3,625.85	518.59	-9.07 0.27	518.67	2.00	-2.00	0.00
3,800.00	5.50	359.00	3,725.20	529.92	-9.27	530.00	2.00	-2.00	0.00
3,900.00	3.50	359.00	3,824.89	537.77 542.14	-9.41 0.40	537.85 542.22	2.00	-2.00 2.00	0.00
4,000.00	1.50	359.00	3,924.79	542.14	-9.49	542.22	2.00	-2.00	0.00
Start 4828.00	0 hold at 4075.22	2 MD - TR 3-53-	320 Tgt						
4,075.22	0.00	0.00	4,000.00	543.13	-9.50	543.21	2.00	-2.00	0.00
4,100.00	0.00	0.00	4,024.78	543.13	-9.50	543.21	0.00	0.00	0.00

Planning Report



Database: EDM 5000.1 Single User Db

 Company:
 Axia Energy

 Project:
 Uintah Co., UT

 Site:
 Sec.3-T8S-R20E

 Well:
 Three Rivers #3-53-820

Wellbore: Wellbore #1
Design: Design #1

Local Co-ordinate Reference:

TVD Reference:
MD Reference:
North Reference:

Survey Calculation Method:

Well Three Rivers #3-53-820

WELL @ 4818.00usft WELL @ 4818.00usft

True

Minimum Curvature

sign:	Design #1								
anned Survey									
Measured Depth (usft)	Inclination	Azimuth (°)	Vertical Depth (usft)	+N/-S (usft)	+E/-W (usft)	Vertical Section (usft)	Dogleg Rate (°/100usft)	Build Rate (°/100usft)	Turn Rate (°/100usft)
4 200 00			4 404 70		, ,	F40.04	0.00	0.00	0.00
4,200.00	0.00	0.00	4,124.78	543.13	-9.50	543.21	0.00	0.00	0.00
4,300.00	0.00	0.00	4,224.78	543.13	-9.50	543.21	0.00	0.00	0.00
4,400.00	0.00	0.00	4,324.78	543.13	-9.50	543.21	0.00	0.00	0.00
4,500.00	0.00	0.00	4,424.78	543.13	-9.50	543.21	0.00	0.00	0.00
4,600.00	0.00	0.00	4,524.78	543.13	-9.50	543.21	0.00	0.00	0.00
4,700.00	0.00	0.00	4,624.78	543.13	-9.50	543.21	0.00	0.00	0.00
4,800.00	0.00	0.00	4,724.78	543.13	-9.50	543.21	0.00	0.00	0.00
4,900.00	0.00	0.00	4,824.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,000.00	0.00	0.00	4,924.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,100.00	0.00	0.00	5,024.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,200.00	0.00	0.00	5,124.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,300.00	0.00	0.00	5,224.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,400.00	0.00	0.00	5,324.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,500.00	0.00	0.00	5,424.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,600.00	0.00	0.00	5,524.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,700.00	0.00	0.00	5,624.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,800.00	0.00	0.00	5,724.78	543.13	-9.50	543.21	0.00	0.00	0.00
5,900.00	0.00	0.00	5,824.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,000.00	0.00	0.00	5,924.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,100.00	0.00	0.00	6,024.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,200.00	0.00	0.00	6,124.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,300.00	0.00	0.00	6,224.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,400.00	0.00	0.00	6,324.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,500.00	0.00	0.00	6,424.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,600.00	0.00	0.00	6,524.78	543.13	-9.50	543.21	0.00	0.00	0.00
6,700.00	0.00	0.00	6,624.78	543.13	-9.50	543.21	0.00	0.00	0.00
Uteland Butte		0.00	0,021.70	0 10.10	0.00	010.21	0.00	0.00	0.00
6,703.22	0.00	0.00	6,628.00	543.13	-9.50	543.21	0.00	0.00	0.00
6,800.00	0.00	0.00	6,724.78	543.13	-9.50 -9.50	543.21	0.00	0.00	0.00
0,000.00	0.00	0.00	0,724.70	343.13	-9.50	343.21	0.00	0.00	0.00
Wasatch									
6,846.22	0.00	0.00	6,771.00	543.13	-9.50	543.21	0.00	0.00	0.00
6,900.00	0.00	0.00	6,824.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,000.00	0.00	0.00	6,924.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,100.00	0.00	0.00	7,024.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,200.00	0.00	0.00	7,124.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,300.00	0.00	0.00	7,224.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,400.00	0.00	0.00	7,324.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,500.00	0.00	0.00	7,424.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,600.00	0.00	0.00	7,524.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,700.00	0.00	0.00	7,624.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,800.00	0.00	0.00	7,724.78	543.13	-9.50	543.21	0.00	0.00	0.00
7,900.00	0.00	0.00	7,824.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,000.00	0.00	0.00	7,924.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,100.00	0.00	0.00	8,024.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,200.00	0.00	0.00	8,124.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,300.00	0.00	0.00	8,224.78	543.13	-9.50 0.50	543.21	0.00	0.00	0.00
8,400.00	0.00	0.00	8,324.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,500.00	0.00	0.00	8,424.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,600.00	0.00	0.00	8,524.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,700.00	0.00	0.00	8,624.78	543.13	-9.50	543.21	0.00	0.00	0.00
8,800.00	0.00	0.00	8,724.78	543.13	-9.50	543.21	0.00	0.00	0.00
TD at 8903.22	2								
		0.00	8,828.00		-9.50	543.21		0.00	0.00

Planning Report



Database: EDM 5000.1 Single User Db

 Company:
 Axia Energy

 Project:
 Uintah Co., UT

 Site:
 Sec.3-T8S-R20E

 Well:
 Three Rivers #3-5

Wellbore:

Design:

EDM 5000.1 Single User Db Axia Energy Uintah Co., UT

Three Rivers #3-53-820 Wellbore #1 Design #1 Local Co-ordinate Reference:

TVD Reference: MD Reference: North Reference:

Survey Calculation Method:

Well Three Rivers #3-53-820

WELL @ 4818.00usft WELL @ 4818.00usft

True

Minimum Curvature

Design Targets									
Target Name - hit/miss target - Shape	Dip Angle (°)	Dip Dir. (°)	TVD (usft)	+N/-S (usft)	+E/-W (usft)	Northing (usft)	Easting (usft)	Latitude	Longitude
TR 3-53-820 Tgt - plan hits target ce	0.00 enter	0.00	4,000.00	543.13	-9.50	7,229,393.510	2,157,572.930	40° 9' 6.739 N	109° 38' 58.891 W

Casing Points								
	Measured Depth (usft)	Vertical Depth (usft)		Name		Casing liameter (")	Hole Diameter (")	
	900.00	900.00	8 5/8" Csg.			8-5/8	3 12-1/4	

Formations							
	Measured Depth (usft)	Vertical Depth (usft)	Name	Lithology	Dip (°)	Dip Direction (°)	
	2,993.08	2,943.00	Green River		0.00		
	6,703.22	6,628.00	Uteland Butte		0.00		
	6,846.22	6,771.00	Wasatch		0.00		

Plan Annotation	ns				
	Measured	Vertical	Local Coord	linataa	
	Depth	Depth	+N/-S	+E/-W	
	(usft)	(usft)	(usft)	+⊏/-vv (usft)	Comment
	1,497.20	1,497.20	0.00	0.00	Start Build 2.00
	2,497.09	2,476.91	172.70	-3.02	Start 578.24 hold at 2497.09 MD
	3,075.33	3,020.29	370.42	-6.48	Start Drop -2.00
	4,075.22	4,000.00	543.13	-9.50	Start 4828.00 hold at 4075.22 MD
	8,903.22	8,828.00	543.13	-9.50	TD at 8903.22

Axia Energy

Uintah Co., UT Sec.3-T8S-R20E Three Rivers #3-53-820

Wellbore #1 Design #1

Anticollision Report

21 February, 2012



Anticollision Report



Company: Axia Energy Project: Uintah Co., UT Sec.3-T8S-R20E Reference Site: 0.00 usft Site Error:

Reference Well: Three Rivers #3-53-820

Well Error: 0.00 usft Reference Wellbore Wellbore #1 Design #1

Reference Design:

Local Co-ordinate Reference:

TVD Reference: MD Reference:

North Reference:

Survey Calculation Method:

Output errors are at Database:

Offset TVD Reference:

Well Three Rivers #3-53-820

WELL @ 4818.00usft WELL @ 4818.00usft

True

Minimum Curvature

2.00 sigma

EDM 5000.1 Single User Db

Reference Datum

Reference Design #1

Filter type: NO GLOBAL FILTER: Using user defined selection & filtering criteria

Interpolation Method: Stations Depth Range: Unlimited

Maximum center-center distance of 9,999.98 usft

Warning Levels Evaluated at: 2.00 Sigma

8,903.22 Design #1 (Wellbore #1)

Error Model:

ISCWSA Scan Method: Closest Approach 3D Error Surface: Elliptical Conic

Not applied Casing Method:

Date 02/21/12 **Survey Tool Program**

From

Results Limited by:

То (usft)

0.00

(usft) Survey (Wellbore) **Tool Name**

MWD

Description

MWD - Standard

Separation

Factor

2.534 CC 2.529 ES, SF Warning

Summary							
Site Name Offset Well - We	ellbore - Design		Reference Measured Depth (usft)	Offset Measured Depth (usft)	Dista Between Centres (usft)	nce Between Ellipses (usft)	
Sec.3-T8S-R20E							
	-54-820 - Wellbore #1 - Design -54-820 - Wellbore #1 - Design		1,497.20 1,500.00	1,497.20 1,500.00	16.39 16.39	9.92 9.91	

Offset De	sign	Sec.3-T	8S-R20E	- Three Riv	ers #3-54	4-820 - Well	bore #1 - Desi	gn #1					Offset Site Error:	0.00 usft
Survey Prog													Offset Well Error:	0.00 usft
Refer		Offse		Semi Major					Dista					
Measured Depth (usft)	Vertical Depth (usft)	Measured Depth (usft)	Vertical Depth (usft)	Reference (usft)	Offset (usft)	Azimuth from North (°)	Offset Wellbor +N/-S (usft)	e Centre +E/-W (usft)	Between Centres (usft)	Between Ellipses (usft)	Minimum Separation (usft)	Separation Factor	Warning	
0.00	0.00	0.00	0.00	0.00	0.00	-180.00	-16.39	0.00	16.39					
100.00	100.00	100.00	100.00	0.09	0.09	-180.00	-16.39	0.00	16.39	16.20	0.19	86.820		
200.00	200.00	200.00	200.00	0.32	0.32	-180.00	-16.39	0.00	16.39	15.75	0.64	25.679		
300.00	300.00	300.00	300.00	0.54	0.54	-180.00	-16.39	0.00	16.39	15.30	1.09	15.068		
400.00	400.00	400.00	400.00	0.77	0.77	-180.00	-16.39	0.00	16.39	14.85	1.54	10.662		
500.00	500.00	500.00	500.00	0.99	0.99	-180.00	-16.39	0.00	16.39	14.40	1.99	8.250		
600.00	600.00	600.00	600.00	1.22	1.22	-180.00	-16.39	0.00	16.39	13.96	2.44	6.728		
700.00	700.00	700.00	700.00	1.44	1.44	-180.00	-16.39	0.00	16.39	13.51	2.89	5.680		
800.00	800.00	800.00	800.00	1.67	1.67	-180.00	-16.39	0.00	16.39	13.06	3.34	4.914		
900.00	900.00	900.00	900.00	1.89	1.89	-180.00	-16.39	0.00	16.39	12.61	3.79	4.331		
1,000.00	1,000.00	1,000.00	1,000.00	2.12	2.12	-180.00	-16.39	0.00	16.39	12.16	4.23	3.871		
1,100.00	1,100.00	1,100.00	1,100.00	2.34	2.34	-180.00	-16.39	0.00	16.39	11.71	4.68	3.499		
1,200.00	1,200.00	1,200.00	1,200.00	2.57	2.57	-180.00	-16.39	0.00	16.39	11.26	5.13	3.193		
1,300.00	1,300.00	1,300.00	1,300.00	2.79	2.79	-180.00	-16.39	0.00	16.39	10.81	5.58	2.936		
1,400.00	1,400.00	1,400.00	1,400.00	3.02	3.02	-180.00	-16.39	0.00	16.39	10.36	6.03	2.717		
1,497.20	1,497.20	1,497.20	1,497.20	3.23	3.23	-180.00	-16.39	0.00	16.39	9.92	6.47	2.534 CC	;	
1,500.00	1,500.00	1,500.00	1,500.00	3.24	3.24	180.00	-16.39	0.00	16.39	9.91	6.48	2.529 ES	, SF	
1,600.00	1,599.98	1,599.87	1,599.87	3.47	3.46	179.90	-16.44	0.00	18.29	11.36	6.92	2.641		
1,700.00	1,699.83	1,698.81	1,698.78	3.69	3.63	179.89	-18.73	-0.08	25.93	18.62	7.31	3.547		
1,800.00	1,799.44	1,796.62	1,796.42	3.92	3.80	179.97	-24.35	-0.26	40.45	32.75	7.70	5.255		
1,900.00	1,898.67	1,892.62	1,892.02	4.15	3.98	-179.96	-33.10	-0.54	61.73	53.64	8.08	7.639		
2,000.00	1,997.42	1,986.19	1,984.86	4.41	4.17	-179.91	-44.70	-0.91	89.59	81.13	8.46	10.593		
2,100.00	2,095.56	2,076.77	2,074.33	4.69	4.37	-179.88	-58.82	-1.37	123.83	115.00	8.83	14.030		
2,200.00	2,192.97	2,163.90	2,159.92	5.01	4.59	-179.86	-75.05	-1.89	164.18	154.99	9.18	17.877		
2,300.00	2,289.53	2,247.16	2,241.22	5.37	4.83	-179.86	-93.00	-2.47	210.35	200.82	9.53	22.071		

Anticollision Report



Company: Axia Energy
Project: Uintah Co., UT
Reference Site: Sec.3-T8S-R20E
Site Error: 0.00 usft

Reference Well: Three Rivers #3-53-820

Well Error: 0.00 usft
Reference Wellbore Wellbore #1
Reference Design: Design #1

Local Co-ordinate Reference:

TVD Reference: MD Reference: North Reference:

North Reference: True
Survey Calculation Method: Minimu

Output errors are at

Database: Offset TVD Reference: Minimum Curvature

WELL @ 4818.00usft

WELL @ 4818.00usft

2.00 sigma

EDM 5000.1 Single User Db

Well Three Rivers #3-53-820

Reference Datum

	sign							_						
urvey Prog			••	Com: Mar	Avia				Б				Offset Well Error:	0.00 us
Refer leasured	ence Vertical	Offse Measured	et Vertical	Semi Major Reference	Offset	Azimuth	Offset Wellbor	o Contro	Dista Between	Between	Minimum	Separation	W	
Depth (usft)	Depth (usft)	Depth (usft)	Depth (usft)	(usft)	(usft)	from North	+N/-S (usft)	+E/-W (usft)	Centres (usft)	Ellipses (usft)	Separation (usft)	Factor	Warning	
2,400.00	2,385.13	2,326.25	2,317.94	5.78	5.09	-179.86	-112.22	-3.09	262.04	252.17	9.86	26.563		
2,497.09	2,476.91	2,400.00	2,388.97	6.24	5.35	-179.87	-132.04	-3.73	317.18	307.00	10.18	31.158		
2,500.00	2,479.65	2,400.00	2,388.97	6.25	5.35	-179.87	-132.04	-3.73	318.91	308.72	10.19	31.303		
2,600.00	2,573.62	2,472.07	2,457.87	6.76	5.65	-179.88	-153.18	-4.41	379.17	368.57	10.59	35.790		
2,700.00	2,667.59	2,540.58	2,522.85	7.30	5.96	-179.88	-174.87	-5.11	441.36	430.35	11.01	40.091		
2,800.00	2,761.56	2,610.63	2,588.78	7.86	6.30	-179.88	-198.52	-5.87	505.26	493.83	11.43	44.202		
2,900.00	2,855.53	2,687.25	2,660.77	8.43	6.70	-179.86	-224.71	-6.71	569.52	557.66		48.029		
3,000.00	2,949.50	2,763.86	2,732.77	9.02	7.12	-179.85	-250.91	-7.56	633.79	621.49	12.29	51.556		
3,075.33	3,020.29	2,821.58	2,787.00	9.47	7.44	-179.85	-270.64	-8.19	682.20	669.57	12.62	54.037		
3,100.00	3,043.51	2,840.55	2,804.82	9.61	7.55	-179.84	-277.13	-8.40	697.97	685.22	12.76	54.720		
3,200.00	3,138.33	2,918.81	2,878.36	10.07	8.00	-179.83	-303.89	-9.26	760.21	746.96	13.26	57.338		
3,300.00	3,234.21	2,999.19	2,953.89	10.52	8.47	-179.82	-331.37	-10.15	819.69	805.93	13.76	59.565		
3,400.00	3,331.01	3,086.93	3,036.36	10.94	8.99	-179.79	-361.33	-11.12	876.29	862.02	14.27	61.394		
3,500.00	3,428.64	3,212.15	3,155.17	11.32	9.57	-179.75	-400.84	-12.39	927.65	912.79	14.86	62.432		
3,600.00	3,526.96	3,346.24	3,284.17	11.66	10.16	-179.71	-437. <mark>3</mark> 5	-13.57	971.98	956.53	15.45	62.902		
3,700.00	3,625.85	3,488.38	3,422.62	11.97	10.73	-179.68	-469.42	-14.60	1,008.71	992.66	16.05	62.849		
3,800.00	3,725.20	3,637.39	3,569.30	12.23	11.25	-179.66	-495.63	-15.44	1,037.35	1,020.71	16.64	62.344		
3,900.00	3,824.89	3,791.79	3,722.48	12.46	11.70	-179.64	-514.71	-16.06	1,057.47	1,040.26	17.21	61.449		
4,000.00	3,924.79	3,949.76	3,880.06	12.63	12.05	-179.63	-525.66	-16.41	1,068.76	1,051.02	17.75	60.229		
4,075.22	4,000.00	4,069.74	4,000.00	12.74	12.26	-179.63	-528.17	-16.49	1,071.32	1,053.21	18.12	59.135		
4,100.00	4,024.78	4,094.52	4,024.78	12.78	12.29	-179.63	-528.17	-16.49	1,071.32	1,053.11	18.21	58.833		
4,200.00	4,124.78	4,194.52	4,124.78	12.92	12.44	-179.63	-528.17	-16.49	1,071.32	1,052.72	18.61	57.574		
4,300.00	4,224.78	4,294.52	4,224.78	13.07	12.59	-179.63	-528.17	-16.49	1,071.32	1,052.32	19.01	56.360		
4,400.00	4,324.78	4,394.52	4,324.78	13.22	12.74	-179.63	-528.17	-16.49	1,071.32	1,051.91	19.41	55.190		
4,500.00	4,424.78	4,494.52	4,424.78	13.37	12.89	-179.63	-528.17	-16.49	1,071.32	1,051.51	19.82	54.062		
4,600.00	4,524.78	4,594.52	4,524.78	13.53	13.05	-179.63	-528.17	-16.49	1,071.32	1,051.10	20.22	52.975		
4,700.00	4,624.78	4,694.52	4,624.78	13.68	13.20	-179.63	-528.17	-16.49	1,071.32	1,050.69	20.63	51.926		
4,800.00	4,724.78	4,794.52	4,724.78	13.84	13.36	-179.63	-528.17	-16.49	1,071.32	1,050.28	21.04	50.913		
4,900.00	4,824.78	4,894.52	4,824.78	14.00	13.52	-179.63	-528.17	-16.49	1,071.32	1,049.87	21.45	49.936		
5,000.00	4,924.78	4,994.52	4,924.78	14.16	13.68	-179.63	-528.17	-16.49	1,071.32	1,049.46	21.87	48.992		
5,100.00	5,024.78	5,094.52	5,024.78	14.32	13.85	-179.63	-528.17	-16.49	1,071.32	1,049.04	22.28	48.080		
E 200 00	E 104 70	E 104 E2	E 104 70	14.40	14.01	170.63	E20 17	16.40	1 071 33	1 049 63	22.70	47 100		
5,200.00 5,300.00	5,124.78 5,224.78	5,194.52 5,294.52	5,124.78 5,224.78	14.49 14.65	14.01 14.18	-179.63 -179.63	-528.17 -528.17	-16.49 -16.49	1,071.32 1,071.32	1,048.63 1,048.21	23.12	47.199 46.347		
5,400.00	5,324.78	5,394.52	5,324.78	14.82	14.16	-179.63	-526.17 -528.17	-16.49	1,071.32	1,046.21	23.12	45.523		
5,500.00	5,324.78	5,394.52	5,324.78	14.02	14.55	-179.63	-526.17 -528.17	-16.49	1,071.32	1,047.79	23.95	45.525		
5,600.00	5,424.78	5,494.52	5,524.78	15.16	14.69	-179.63	-528.17 -528.17	-16.49	1,071.32	1,047.37	24.37	43.953		
5,700.00	5,624.78	5,694.52	5,624.78	15.33	14.87	-179.63	-528.17	-16.49	1,071.32	1,046.53	24.80	43.206		
5,800.00	5,724.78	5,794.52	5,724.78	15.51	15.04	-179.63	-528.17	-16.49	1,071.32	1,046.11	25.22	42.482		
5,900.00	5,824.78	5,894.52	5,824.78	15.68	15.22	-179.63	-528.17	-16.49	1,071.32	1,045.68	25.64	41.780		
6,000.00	5,924.78	5,994.52	5,924.78	15.86	15.39 15.57	-179.63 -179.63	-528.17 -528.17	-16.49 -16.49	1,071.32	1,045.26	26.07	41.100		
6,100.00	6,024.78	6,094.52	6,024.78	16.04	15.57	-179.63	-528.17	-16.49	1,071.32	1,044.83	26.49	40.440		
6,200.00	6,124.78	6,194.52	6,124.78	16.22	15.75	-179.63	-528.17	-16.49	1,071.32	1,044.41	26.92	39.800		
6,300.00	6,224.78	6,294.52	6,224.78	16.40	15.93	-179.63	-528.17	-16.49	1,071.32	1,043.98	27.34	39.179		
6,400.00	6,324.78	6,394.52	6,324.78	16.58	16.12	-179.63	-528.17	-16.49	1,071.32	1,043.55	27.77	38.576		
6,500.00	6,424.78	6,494.52	6,424.78	16.76	16.30	-179.63	-528.17	-16.49	1,071.32	1,043.12	28.20	37.990		
6,600.00	6,524.78	6,594.52	6,524.78	16.94	16.48	-179.63	-528.17	-16.49	1,071.32	1,042.69	28.63	37.421		
6,700.00	6,624.78	6,694.52	6,624.78	17.12	16.67	-179.63	-528.17	-16.49	1,071.32	1,042.27	29.06	36.868		
6,800.00	6,724.78	6,794.52	6,724.78	17.31	16.85	-179.63	-528.17	-16.49	1,071.32	1,041.84	29.49	36.330		
6,900.00	6,824.78	6,894.52	6,824.78	17.50	17.04	-179.63	-528.17	-16.49	1,071.32	1,041.40	29.92	35.807		
7,000.00		6,994.52	6,924.78	17.68	17.23	-179.63	-528.17	-16.49	1,071.32	1,040.97	30.35	35.298		
7,100.00	7,024.78	7,094.52	7,024.78	17.87	17.42	-179.63	-528.17	-16.49	1,071.32	1,040.54	30.78	34.803		
7,200.00	7,124.78	7,194.52	7,124.78	18.06	17.61	-179.63	-528.17	-16.49	1,071.32	1,040.11	31.21	34.321		

Sharewell Energy Services, LP

Anticollision Report



Company: Axia Energy Project: Uintah Co., UT Sec.3-T8S-R20E Reference Site: 0.00 usft Site Error:

Reference Well: Three Rivers #3-53-820

Well Error: 0.00 usft Wellbore #1 Reference Wellbore Design #1 Reference Design:

Local Co-ordinate Reference:

TVD Reference: MD Reference: North Reference:

Survey Calculation Method:

Database:

Output errors are at

Offset TVD Reference:

Well Three Rivers #3-53-820

WELL @ 4818.00usft WELL @ 4818.00usft

True

Minimum Curvature

2.00 sigma

EDM 5000.1 Single User Db

Reference Datum

ffset De	_		8S-R20E	 Three Riv 	ers #3-54	-820 - Wellb	oore #1 - Desi	gn #1					Offset Site Error:	0.00 usf
urvey Progi													Offset Well Error:	0.00 us
Refer		Offse		Semi Major					Dista					
leasured Depth (usft)	Vertical Depth (usft)	Measured Depth (usft)	Vertical Depth (usft)	Reference (usft)	Offset (usft)	Azimuth from North (°)	Offset Wellbor +N/-S (usft)	e Centre +E/-W (usft)	Between Centres (usft)	Between Ellipses (usft)	Minimum Separation (usft)	Separation Factor	Warning	
7,300.00	7,224.78	7,294.52	7,224.78	18.25	17.80	-179.63	-528.17	-16.49	1,071.32	1,039.68	31.65	33.852		
7,400.00	7,324.78	7,394.52	7,324.78	18.44	17.99	-179.63	-528.17	-16.49	1,071.32	1,039.24	32.08	33.395		
7,500.00	7,424.78	7,494.52	7,424.78	18.63	18.18	-179.63	-528.17	-16.49	1,071.32	1,038.81	32.51	32.950		
7,600.00	7,524.78	7,594.52	7,524.78	18.82	18.37	-179.63	-528.17	-16.49	1,071.32	1,038.38	32.95	32.515		
7,700.00	7,624.78	7,694.52	7,624.78	19.01	18.57	-179.63	-528.17	-16.49	1,071.32	1,037.94	33.38	32.092		
7,800.00	7,724.78	7,794.52	7,724.78	19.20	18.76	-179.63	-528.17	-16.49	1,071.32	1,037.51	33.82	31.680		
7,900.00	7,824.78	7,894.52	7,824.78	19.40	18.96	-179.63	-528.17	-16.49	1,071.32	1,037.07	34.25	31.277		
8,000.00	7,924.78	7,994.52	7,924.78	19.59	19.15	-179.63	-528.17	-16.49	1,071.32	1,036.64	34.69	30.884		
8,100.00	8,024.78	8,094.52	8,024.78	19.79	19.35	-179.63	-528.17	-16.49	1,071.32	1,036.20	35.12	30.501		
8,200.00	8,124.78	8,194.52	8,124.78	19.98	19.54	-179.63	-528.17	-16.49	1,071.32	1,035.76	35.56	30.127		
8,300.00	8,224.78	8,294.52	8,224.78	20.18	19.74	-179.63	-528.17	-16.49	1,071.32	1,035.33	36.00	29.761		
8,400.00	8,324.78	8,394.52	8,324.78	20.38	19.94	-179.63	-528.17	-16.49	1,071.32	1,034.89	36.43	29.404		
8,500.00	8,424.78	8,494.52	8,424.78	20.57	20.14	-179.63	-528.17	-16.49	1,071.32	1,034.45	36.87	29.056		
8,600.00	8,524.78	8,594.52	8,524.78	20.77	20.34	-179.63	-528.17	-16.49	1,071.32	1,034.02	37.31	28.715		
8,700.00	8,624.78	8,694.52	8,624.78	20.97	20.54	-179.63	-528.17	-16.49	1,071.32	1,033.58	37.75	28.382		
8,800.00	8,724.78	8,794.52	8,724.78	21.17	20.74	179.63	-528.17	-16.49	1,071.32	1,033.14	38.18	28.056		
8,851.16	8,775.94	8,845.68	8,775.94	21.27	20.84	-179.63	-528.17	-16.49	1,071.32	1,032.92	38.41	27.893		
8,903.22	8,828.00	8,862.74	8,793.00	21.37	20.87	-179.63	-528.17	-16.49	1,071.90	1,033.34	38.56	27.798		

Anticollision Report



Company: Axia Energy Project: Uintah Co., UT Sec.3-T8S-R20E Reference Site: 0.00 usft Site Error:

Reference Well: Three Rivers #3-53-820

Well Error: 0.00 usft Reference Wellbore Wellbore #1 Reference Design: Design #1

Local Co-ordinate Reference: TVD Reference:

MD Reference: North Reference:

Survey Calculation Method: Output errors are at

Database:

Offset TVD Reference:

Well Three Rivers #3-53-820 WELL @ 4818.00usft

WELL @ 4818.00usft

True

Minimum Curvature

2.00 sigma

EDM 5000.1 Single User Db

Reference Datum

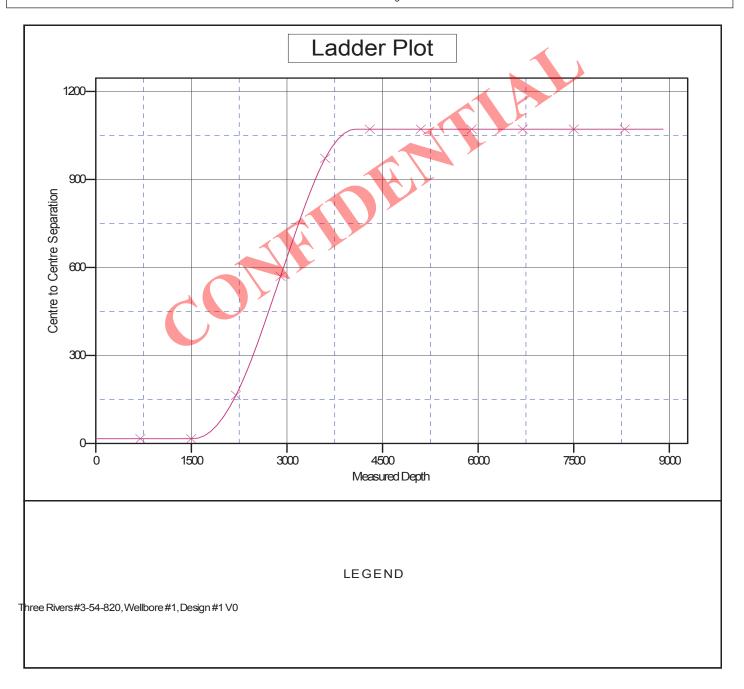
Reference Depths are relative to WELL @ 4818.00usft

Offset Depths are relative to Offset Datum Central Meridian is 111° 30' 0.000 W

Coordinates are relative to: Three Rivers #3-53-820

Coordinate System is US State Plane 1983, Utah Central Zone

Grid Convergence at Surface is: 1.19°



Anticollision Report



Company: Axia Energy Project: Uintah Co., UT Reference Site: Sec.3-T8S-R20E Site Error: 0.00 usft

Reference Well: Three Rivers #3-53-820

Reference Depths are relative to WELL @ 4818.00usft

Well Error: 0.00 usft Reference Wellbore Wellbore #1 Reference Design: Design #1

Offset Depths are relative to Offset Datum

Central Meridian is 111° 30' 0.000 W

Local Co-ordinate Reference: **TVD Reference:**

MD Reference: North Reference:

Survey Calculation Method: Output errors are at

Database:

Offset TVD Reference:

Well Three Rivers #3-53-820 WELL @ 4818.00usft

WELL @ 4818.00usft

True Minimum Curvature

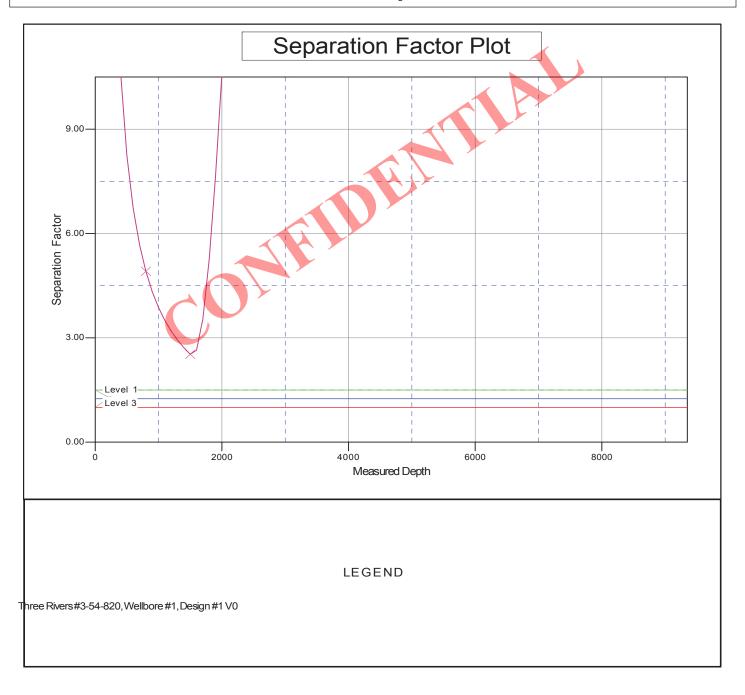
2.00 sigma EDM 5000.1 Single User Db

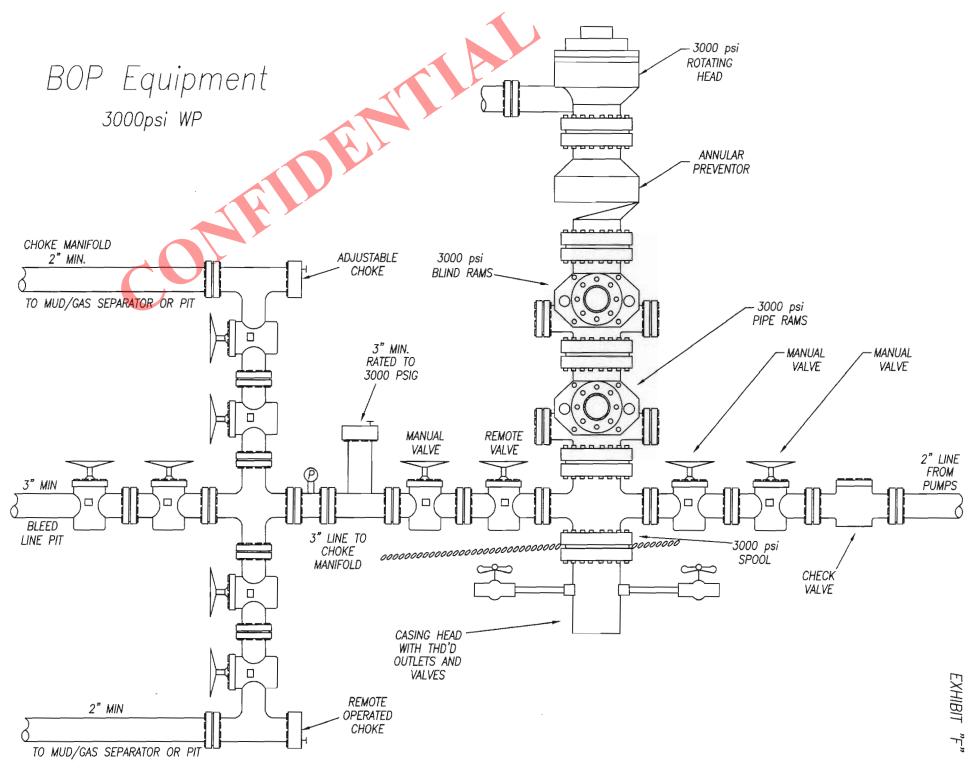
Reference Datum

Coordinates are relative to: Three Rivers #3-53-820

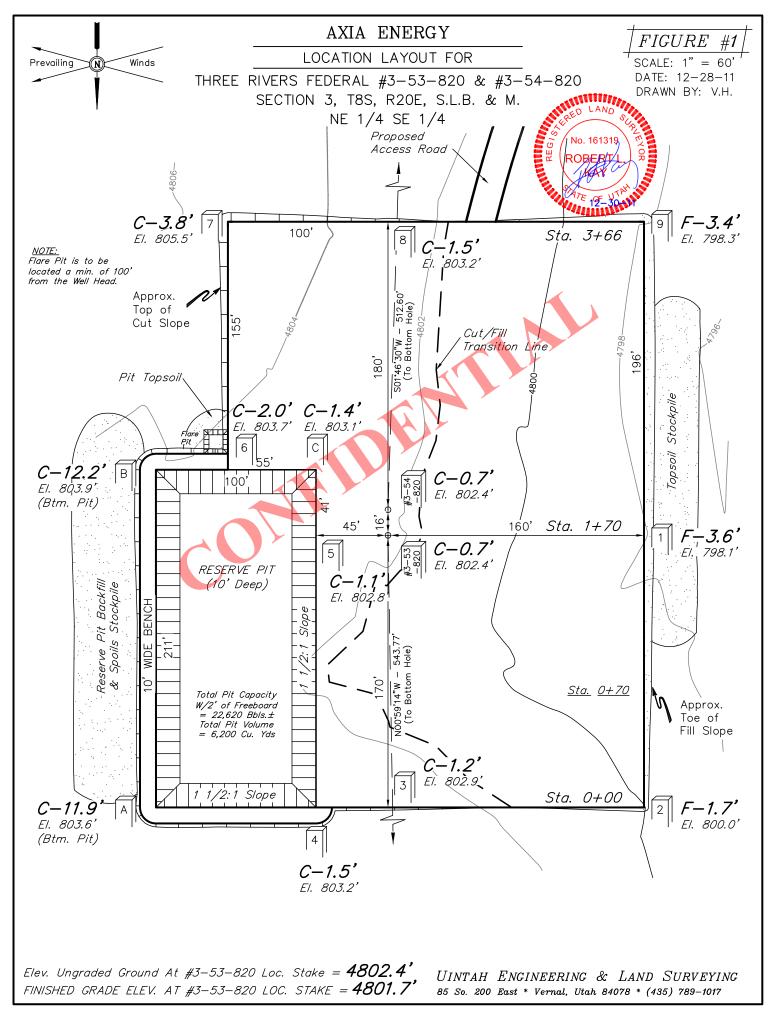
Coordinate System is US State Plane 1983, Utah Central Zone

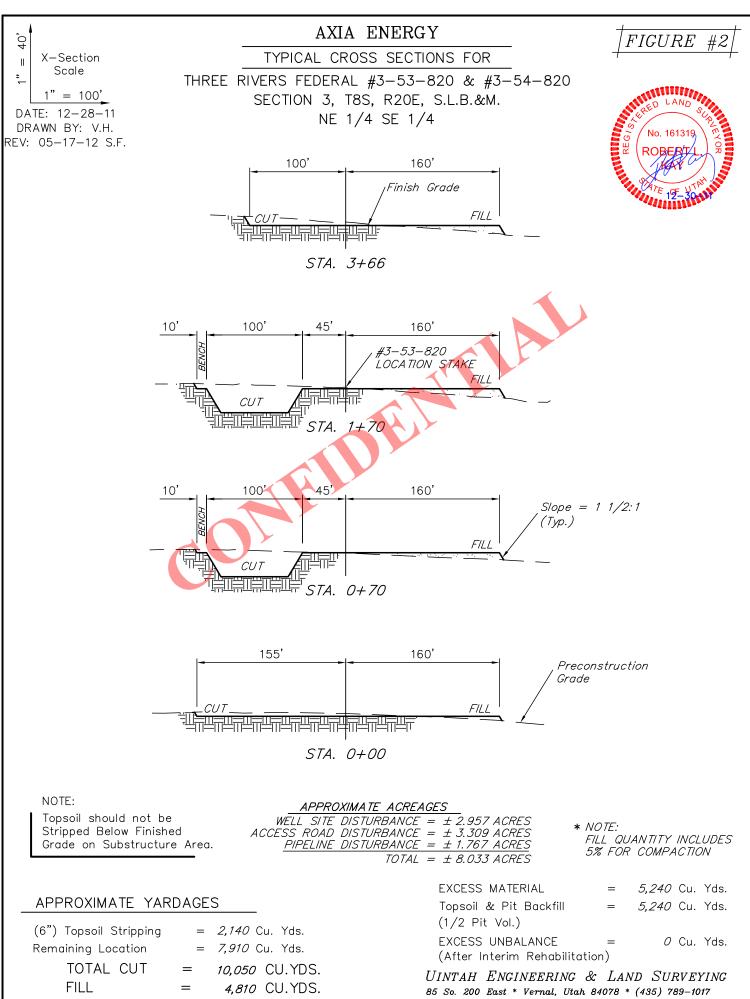
Grid Convergence at Surface is: 1.19°

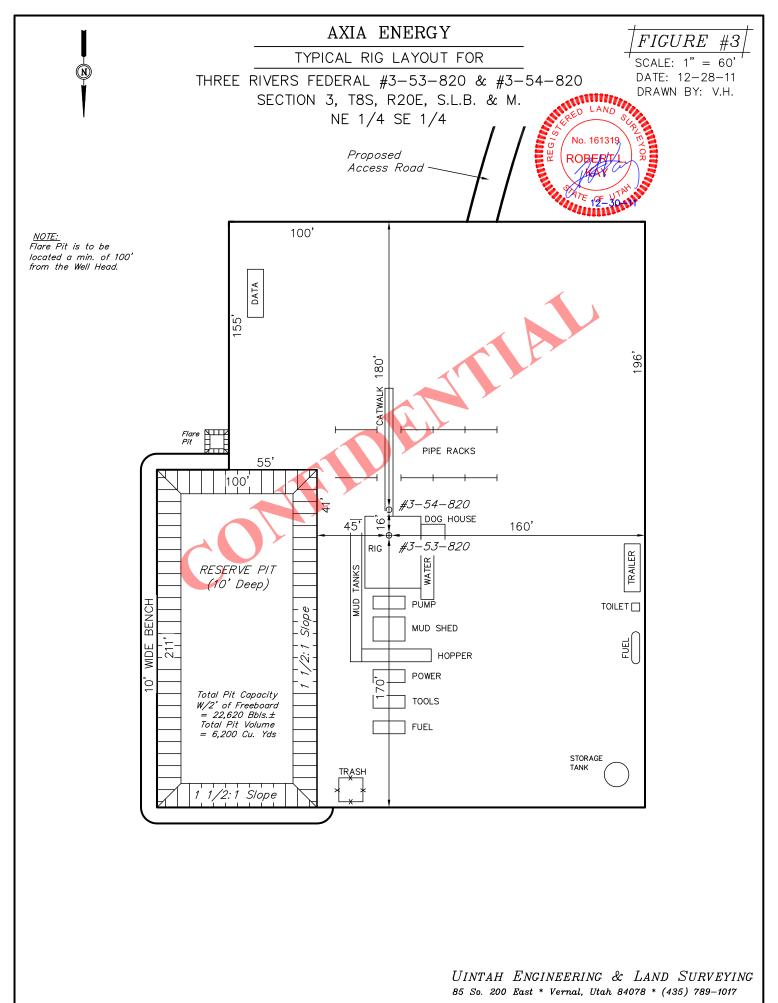


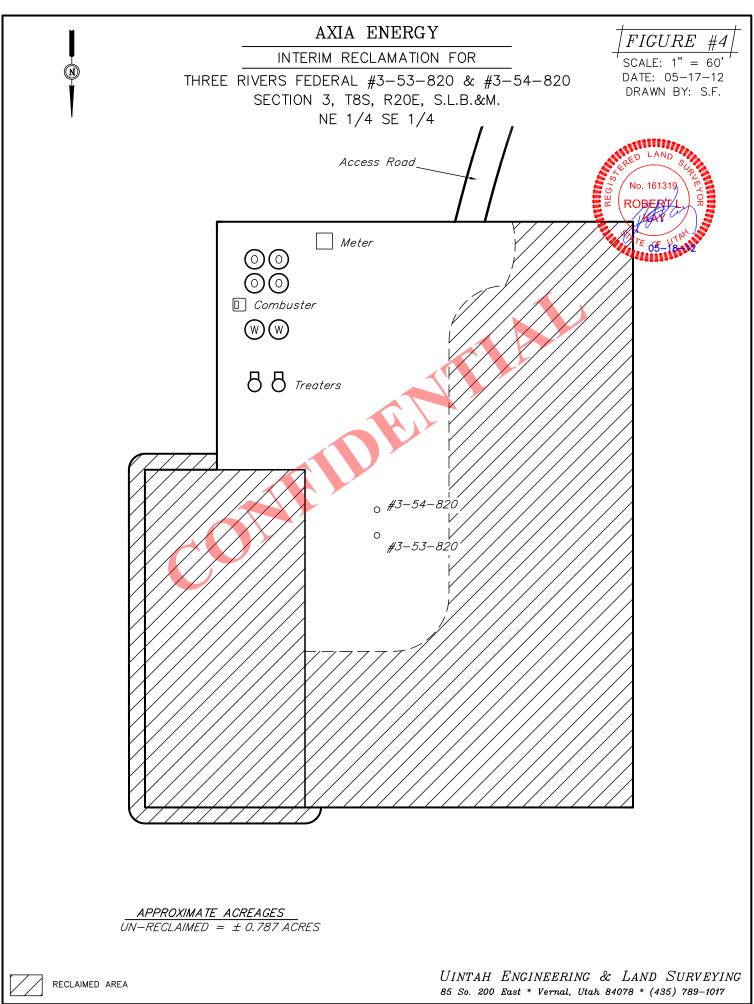


RECEIVED: June 01, 2012











2580 Creekview Road Moab, Utah 84532 435/719-2018

June 7, 2012

Mrs. Diana Mason State of Utah Division of Oil Gas and Mining P.O. Box 145801 Salt Lake City, Utah 84114-5801

RE: Application for Permit to Drill – Axia Energy, LLC – **Three Rivers Federal 3-53-820**Surface Location: 2112' FSL & 1320' FEL, NE/4 SE/4, Section 3, T8S, R20E,
Target Location: 2640' FNL & 1332' FEL, SE/4 NE/4, Section 3, T8S, R20E,
SLB&M, Uintah County, Utah

Dear Diana:

Axia Energy, LLC respectfully submits this request for exception to spacing (R649-3-11) based on geology since the well is located less than 460 feet to the drilling unit boundary. Axia Energy, LLC is the only owner and operator within 460 feet of the surface and target location as well as all points along the intended well bore path and are not within 460 feet of any uncommitted tracts or a unit boundary.

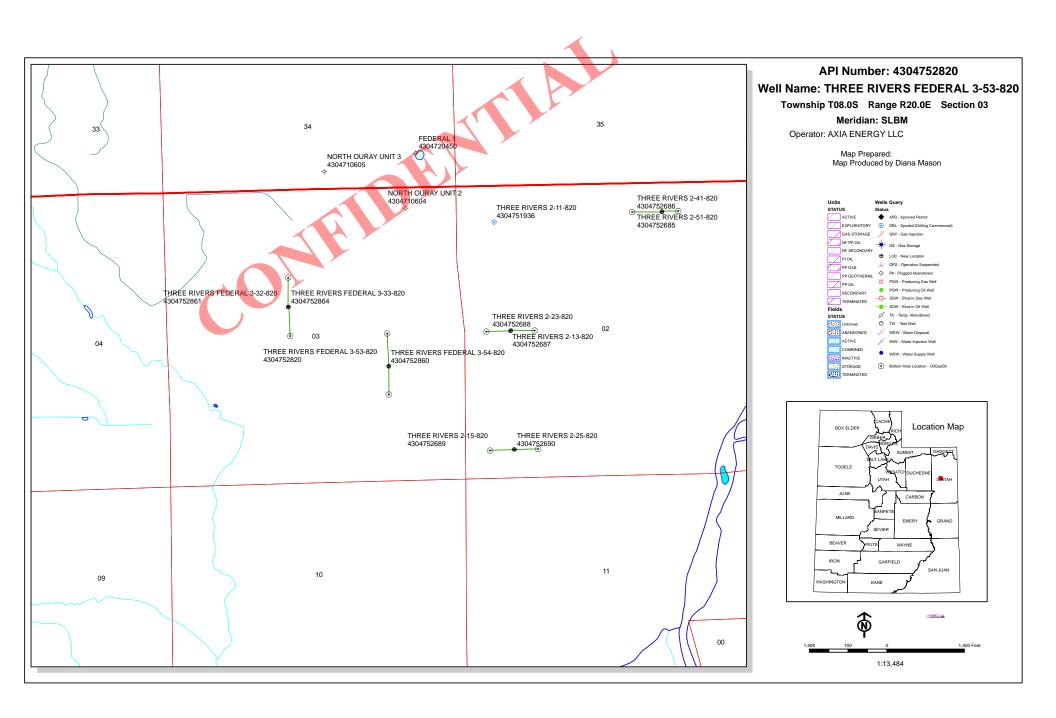
Thank you very much for your timely consideration of this application. Please feel free to contact Jess A. Peonio of Axia Energy, LLC at 720-746-5212 or myself should you have any questions or need additional information.

Sincerely,

Don Hamilton Agent for Axia Energy, LLC

cc: Jess A. Peonio, Axia Energy, LLC

RECEIVED: June 07, 2012



WORKSHEET APPLICATION FOR PERMIT TO DRILL

APD RECEIVED: 6/1/2012 API NO. ASSIGNED: 43047528200000 WELL NAME: THREE RIVERS FEDERAL 3-53-820 **OPERATOR: AXIA ENERGY LLC (N3765)** PHONE NUMBER: 435 719-2018 **CONTACT:** Don Hamilton

PROPOSED LOCATION: NESE 03 080S 200E **Permit Tech Review:**

> SURFACE: 2112 FSL 1320 FEL **Engineering Review:**

> **BOTTOM: 2640 FNL 1332 FEL** Geology Review:

LATITUDE: 40.15032 LONGITUDE: -109.64985 UTM SURF EASTINGS: 614997.00 NORTHINGS: 4445315.00 FIELD NAME: WILDCAT

LOCATION AND SITING:

R649-2-3.

LEASE TYPE: 1 - Federal LEASE NUMBER: UTU85994 PROPOSED PRODUCING FORMATION(S): WASATCH

SURFACE OWNER: 1 - Federal **COALBED METHANE: NO**

RECEIVED AND/OR REVIEWED:

Comments:

✓ PLAT

COUNTY: UINTAH

Bond: FEDERAL - LPM9046683 Unit:

Potash R649-3-2. General Oil Shale 190-5

Oil Shale 190-3 R649-3-3. Exception

Oil Shale 190-13 **Drilling Unit**

Board Cause No: R649-3-11 Water Permit: 49-2262 - RNI at Green River

Effective Date: RDCC Review:

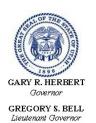
Fee Surface Agreement Siting:

Intent to Commingle R649-3-11. Directional Drill

Commingling Approved

Stipulations: 1 - Exception Location - dmason 4 - Federal Approval - dmason 15 - Directional - dmason 23 - Spacing - dmason

Presite Completed



State of Utah

DEPARTMENT OF NATURAL RESOURCES

MICHAEL R. STYLER
Executive Director

Division of Oil, Gas and Mining

JOHN R. BAZA
Division Director

Permit To Drill

Well Name: THREE RIVERS FEDERAL 3-53-820

API Well Number: 43047528200000

Lease Number: UTU85994 Surface Owner: FEDERAL Approval Date: 6/28/2012

Issued to:

AXIA ENERGY LLC, 1430 Larimer Ste 400, Denver, CO 80202

Authority:

Pursuant to Utah Code Ann. 40-6-1 et seq., and Utah Administrative Code R649-3-1 et seq., the Utah Division of Oil, Gas and Mining issues conditions of approval, and permit to drill the listed well. This permit is issued in accordance with the requirements of R649-3-11. The expected producing formation or pool is the WASATCH Formation(s), completion into any other zones will require filing a Sundry Notice (Form 9). Completion and commingling of more than one pool will require approval in accordance with R649-3-22.

Duration:

This approval shall expire one year from the above date unless substantial and continuous operation is underway, or a request for extension is made prior to the expiration date

Exception Location:

Appropriate information has been submitted to DOGM and administrative approval of the requested exception location is hereby granted.

General:

Compliance with the requirements of Utah Admin. R. 649-1 et seq., the Oil and Gas Conservation General Rules, and the applicable terms and provisions of the approved Application for permit to drill.

Conditions of Approval:

State approval of this well does not supercede the required federal approval, which must be obtained prior to drilling.

In accordance with Utah Admin. R.649-3-11, Directional Drilling, the operator shall submit a complete angular deviation and directional survey report to the Division within 30 days following completion of the well.

This proposed well is located in an area for which drilling units (well spacing patterns) have not been established through an order of the Board of Oil, Gas and Mining (the "Board"). In order to avoid the possibility of waste or injury to correlative rights, the operator is requested, once the well has been drilled,

completed, and has produced, to analyze geological and engineering data generated therefrom, as well as any similar data from surrounding areas if available. As soon as is practicable after completion of its analysis, and if the analysis suggests an area larger than the quarter-quarter section upon which the well is located is being drained, the operator is requested to seek an appropriate order from the Board establishing drilling and spacing units in conformance with such analysis by filing a Request for Agency Action with the Board.

Notification Requirements:

The operator is required to notify the Division of Oil, Gas and Mining of the following actions during drilling of this well:

• Within 24 hours following the spudding of the well - contact Carol Daniels at 801-538-5284

(please leave a voicemail message if not available) OR

submit an electronic sundry notice (pre-registration required) via the Utah Oil & Gas website

at http://oilgas.ogm.utah.gov

Reporting Requirements:

All reports, forms and submittals as required by the Utah Oil and Gas Conservation General Rules will be promptly filed with the Division of Oil, Gas and Mining, including but not limited to:

- Entity Action Form (Form 6) due within 5 days of spudding the well
- Monthly Status Report (Form 9) due by 5th day of the following calendar month
 - Requests to Change Plans (Form 9) due prior to implementation
 - Written Notice of Emergency Changes (Form 9) due within 5 days
- Notice of Operations Suspension or Resumption (Form 9) due prior to implementation
 - Report of Water Encountered (Form 7) due within 30 days after completion
- Well Completion Report (Form 8) due within 30 days after completion or plugging

Approved By:

For John Rogers Associate Director, Oil & Gas Form 3160-3 (August 2007)

RECEIVED

UNITED STATES DEPARTMENT OF THE INTERIORUN 0 5 2012 FORM APPROVED OMB No. 1004-0136 Expires July 31, 2010

BUREAU OF LAND MANAGEMENT

APPLICATION FOR PERMIT TO DRILL OR REENTER

5.	Lease Serial No. UTU85994
6.	If Indian, Allottee or Tribe Name

1a. Type of Work: DRILL REENTER	CONFIDENTIAL	7. If Unit or CA Agreement	, Name and No.
1b. Type of Well: ☑ Oil Well ☐ Gas Well ☐ Ot		Lease Name and Well No THREE RIVERS FEDE	
AXIA ENÈRGY LLC E-Mail: starpoin		9. API Well No. 143-047-52	820
3a. Address 1430 LARIMER STREET SUITE #400 DENVER, CO 80202	3b. Phone No. (include area code) Ph: 435-719-2018 Fx: 435-719-2019	10. Field and Pool, or Explo UNDESIGNATED	oratory
4. Location of Well (Report location clearly and in accord	ance with any State requirements.*)	11. Sec., T., R., M., or Blk.	and Survey or Area
At surface NESE 2112FSL 1320FEL At proposed prod. zone SENE 2640FNL 1332FEL	40.150381 N Lat, 109.649658 W Lon 40.151872 N Lat, 109.649692 W Lon	Sec 3 T8S R20E Me SME: BLM	r SLB
 Distance in miles and direction from nearest town or post 26.9 MILES SOUTHWEST OF VERNAL, UTAH 		12. County or Parish UINTAH	13. State UT
15. Distance from proposed location to nearest property or lease line, ft. (Also to nearest drig, unit line, if any)	16. No. of Acres in Lease	17. Spacing Unit dedicated	to this well
20	1817.57	40.00	
 Distance from proposed location to nearest well, drilling, completed, applied for, on this lease, ft. 	19. Proposed Depth	20. BLM/BIA Bond No. on	file
16	8904 MD 8828 TVD	UTB000464	
21. Elevations (Show whether DF, KB, RT, GL, etc. 4802 GL	22. Approximate date work will start 08/01/2012	23. Estimated duration 60 DAYS	
	24. Attachments		
The following, completed in accordance with the requirements o	f Onshore Oil and Gas Order No. 1, shall be attached to t	his form:	
 Well plat certified by a registered surveyor. A Drilling Plan. A Surface Use Plan (if the location is on National Forest Syst SUPO shall be filed with the appropriate Forest Service Off 	ice). 6. Such other site specific info authorized officer.	·	0
25. Signature (Electronic Submission)	Name (Printed/Typed) DON S HAMILTON Ph: 435-719-2018		Date 05/28/2012
Title PERMITTING AGENT			
Approved by (Signature)	Name (Printed/Typed)		Date

Aggistant Field Manager VERNAL FIELD OFFICE Lands & Mineral Resources

Office

Application approval does not warrant or certify the applicant holds legal or equitable title to those rights in the subject lease which would entitle the applicant to conduct operations thereon.

Conditions of approval, if any, are attached.

CONDITIONS OF APPROVAL ATTACHED

Jerry Kenczka

Title 18 U.S.C. Section 1001 and Title 43 U.S.C. Section 1212, make it a crime for any person knowingly and willfully to make to any department or agence RECEIVED States any false, fictitious or fraudulent statements or representations as to any matter within its jurisdiction.

DEC 1 1 2012

Additional Operator Remarks (see next page)

DEC 1 8 2012

Electronic Submission #139058 verified by the BLM Well Information System
For AXIA ENERGY LLC, sent to the Vernal
Committed to AFMSS for processing by LESLIE ROBINSON on 06/08/2012 (12LBR09)

NOTICE OF APPROVAL

DIV. OF OIL, GAS & MINNING

** BLM REVISED ** BLM REVISED ** BLM REVISED ** BLM REVISED ** 125X50300AE NOS-3/15/12.



UNITED STATES DEPARTMENT OF THE INTERIOR BUREAU OF LAND MANAGEMENT **VERNAL FIELD OFFICE** 170 South 500 East

VERNAL, UT 84078

(435) 781-4400



CONDITIONS OF APPROVAL FOR APPLICATION FOR PERMIT TO DRILL

Company: Well No.

Axia Energy LLC

Three Rivers Federal 3-53-820

API No: 43-047-52820 Location: Lease No: NESE, Sec. 3, T8S, R20E

UTU-85994

Agreement:

OFFICE NUMBER:

(435) 781-4400

OFFICE FAX NUMBER:

(435) 781-3420

A COPY OF THESE CONDITIONS SHALL BE FURNISHED TO YOUR FIELD REPRESENTATIVE TO INSURE COMPLIANCE

All lease and/or unit operations are to be conducted in such a manner that full compliance is made with the applicable laws, regulations (43 CFR Part 3160), and this approved Application for Permit to Drill including Surface and Downhole Conditions of Approval. The operator is considered fully responsible for the actions of his subcontractors. A copy of the approved APD must be on location during construction, drilling, and completion operations. This permit is approved for a two (2) year period, or until lease expiration, whichever occurs first. An additional extension, up to two (2) years, may be applied for by sundry notice prior to expiration.

NOTIFICATION REQUIREMENTS

Location Construction (Notify Environmental Scientist)	_	Forty-Eight (48) hours prior to construction of location and access roads.
Location Completion (Notify Environmental Scientist)	-	Prior to moving on the drilling rig.
Spud Notice (Notify Petroleum Engineer)	_	Twenty-Four (24) hours prior to spudding the well.
Casing String & Cementing (Notify Supv. Petroleum Tech.)	-	Twenty-Four (24) hours prior to running casing and cementing all casing strings to: <u>blm_ut_vn_opreport@blm.gov</u>
BOP & Related Equipment Tests (Notify Supv. Petroleum Tech.)	_	Twenty-Four (24) hours prior to initiating pressure tests.
First Production Notice (Notify Petroleum Engineer)	-	Within Five (5) business days after new well begins or production resumes after well has been off production for more than ninety (90) days.

SURFACE USE PROGRAM CONDITIONS OF APPROVAL (COAs)

- All new and replacement internal combustion gas field engines of less than or equal to 300 designrated horsepower must not emit more than 2 gms of NO_x per horsepower-hour. This requirement does not apply to gas field engines of less than or equal to 40 design-rated horsepower.
- All and replacement internal combustion gas field engines of greater than 300 design rated horsepower must not emit more than 1.0 gms of NO_x per horsepower-hour.
- If there is an active Gilsonite mining operation within 2 miles of the well location, operator shall notify the Gilsonite operator at least 48 hours prior to any blasting during construction.
- If paleontological materials are uncovered during construction, the operator is to immediately stop work and contact the Authorized Officer (AO). A determination will be made by the AO as to what mitigation may be necessary for the discovered paleontologic material before construction can continue.
- The following would be used as standard operating procedures: Green completion or controlled VOC emissions methods with 90% efficiency for Oil or Gas Atmospheric Storage Tanks, VOC Venting controls or flaring, Glycol Dehydration and Amine Unites, Well Completion, Re-Completion, Venting, and Planned Blowdown Emissions.
- A minimum distance of 5° between the pipes at the point of crossing.
- Notification to the Ouray National Wildlife Refuge (435)-545-2522 14 days prior to construction so that they can have an inspector present on site during actual construction of the crossings.
- All reclamation activities will comply with the Green River Reclamation Guidelines
- All vehicles and equipment shall be cleaned either through power-washing, or other approved method, if the vehicles or equipment were previously operated outside the Uinta Basin, to prevent weed seed introduction.
- All disturbance areas shall be monitored for noxious weeds annually, for a minimum of three growing seasons following completion of project or until desirable vegetation is established
- Noxious and invasive weeds will be controlled by the proponent throughout the area of project disturbance.
- Noxious weeds will be inventoried and reported to BLM in the annual reclamation report. Where an
 integrated pest management program is applicable, coordination has been undertaken with the
 state and local management program (if existing). A copy of the pest management plan will be
 submitted for each project.
- A pesticide use proposal (PUP) will be obtained for the project, by the proponent if applicable.

To maintain compliance with current cactus survey protocols, the following measures will be required

1. If construction does not occur within 4 years of the original survey date, new 100% clearance surveys will be required.

- 2. Prior to construction within 4 years of the original survey date, a spot check survey will be required during the year of construction. Axia and their respective 3rd party surveyor will refer to the current *Sclerocactus* Spot Check Survey Methods, to determine site specific survey distances and intensity levels.
- 3. Spot check reports will be reported to the BLM and the US Fish and Wildlife Service.
- 4. Construction will not commence until written approval is received from the BLM

Discovery Stipulation: Reinitiation of section 7 consultation with the USFWS will be sought immediately if any loss of plants or occupied habitat for Uinta Basin hookless cactus is anticipated as a result of project activities.

- The best method to avoid entrainment is to pump from an off-channel location one that does not connect to the river during high spring flows. An infiltration gallery constructed in a BLM and Service approved location is best.
- If the pump head is located in the river channel where larval fish are known to occur, the following measures apply:
 - a. do not situate the pump in a low-flow or no-flow area as these habitats tend to concentrate larval fishes;
 - b. limit the amount of pumping, to the greatest extent possible, during that period of the year when larval fish may be present (April 1 to August 31); and
 - c. limit the amount of pumping, to the greatest extent possible, during the pre-dawn hours as larval drift studies indicate that this is a period of greatest daily activity.
- Screen all pump intakes with 3/32 inch mesh material.
- Approach velocities for intake structures will follow the National Marine Fisheries Service's document "Fish Screening Criteria for Anadromous Salmonids". For projects with an in-stream intake that operate in stream reaches where larval fish may be present, the approach velocity will not exceed 0.33 feet per second (ft/s).
- Report any fish impinged on the intake screen to the Service (801.975.3330) and the Utah Division of Wildlife Resources:

Northeastern Region 152 East 100 North, Vernal, UT 84078 Phone: (435) 781-9453

 Axia can only use the following water source: Permit # 49-2357 R.N.I Industries.

DOWNHOLE PROGRAM CONDITIONS OF APPROVAL (COAs)

SITE SPECIFIC DOWNHOLE COAs:

- Additional cement required, for Cementing Program covering Surface Casing strings. Surface casing cement shall be brought to surface.
- Surface casing cement shall be brought to surface.
- Production casing cement shall be brought up and into the surface.

All provisions outlined in Onshore Oil & Gas Order #2 Drilling Operations shall be strictly adhered to. The following items are emphasized:

DRILLING/COMPLETION/PRODUCING OPERATING STANDARDS

- The spud date and time shall be reported orally to Vernal Field Office within 24 hours of spudding.
- Notify Vernal Field Office Supervisory Petroleum Engineering Technician at least 24 hours in advance of casing cementing operations and BOPE & casing pressure tests.
- All requirements listed in Onshore Order #2 III. E. Special Drilling Operations are applicable for air drilling of surface hole.
- Blowout prevention equipment (BOPE) shall remain in use until the well is completed or abandoned. Closing unit controls shall remain unobstructed and readily accessible at all times. Choke manifolds shall be located outside of the rig substructure.
- All BOPE components shall be inspected daily and those inspections shall be recorded in the daily drilling report. Components shall be operated and tested as required by Onshore Oil & Gas Order No. 2 to insure good mechanical working order. All BOPE pressure tests shall be performed by a test pump with a chart recorder and <u>NOT</u> by the rig pumps. Test shall be reported in the driller's log.
- BOP drills shall be initially conducted by each drilling crew within 24 hours of drilling out from under the surface casing and weekly thereafter as specified in Onshore Oil & Gas Order No. 2.
- Casing pressure tests are required before drilling out from under all casing strings set and cemented in place.
- No aggressive/fresh hard-banded drill pipe shall be used within casing.
- Cement baskets shall not be run on surface casing.
- The operator must report all shows of water or water-bearing sands to the BLM. If flowing water is encountered it must be sampled, analyzed, and a copy of the analyses submitted to the BLM Vernal Field Office.
- The operator must report encounters of all non oil & gas mineral resources (such as Gilsonite, tar sands, oil shale, trona, etc.) to the Vernal Field Office, in writing, within 5 working days of each

Page 5 of 7 Well: Three Rivers Federal 3-53-820 11/28/2012

encounter. Each report shall include the well name/number, well location, date and depth (from KB or GL) of encounter, vertical footage of the encounter and, the name of the person making the report (along with a telephone number) should the BLM need to obtain additional information.

- A complete set of angular deviation and directional surveys of a directional well will be submitted to the Vernal BLM office engineer within 30 days of the completion of the well.
- While actively drilling, chronologic drilling progress reports shall be filed directly with the BLM, Vernal Field Office on a weekly basis in sundry, letter format or e-mail to the Petroleum Engineers until the well is completed.
- A cement bond log (CBL) will be run from the production casing shoe to the top of cement and shall be utilized to determine the bond quality for the production casing. Submit a field copy of the CBL to this office.
- Please submit an electronic copy of all other logs run on this well by CD (compact disc). This submission will supersede the requirement for submittal of paper logs to the BLM.
- There shall be no deviation from the proposed drilling, completion, and/or workover program as approved. Safe drilling and operating practices must be observed. Any changes in operation must have prior approval from the BLM Vernal Field Office.

OPERATING REQUIREMENT REMINDERS:

- All wells, whether drilling, producing, suspended, or abandoned, shall be identified in accordance with 43 CFR 3162.6. There shall be a sign or marker with the name of the operator, lease serial number, well number, and surveyed description of the well.
- For information regarding production reporting, contact the Office of Natural Resources Revenue (ONRR) at www.ONRR.gov.
- Should the well be successfully completed for production, the BLM Vernal Field office must be
 notified when it is placed in a producing status. Such notification will be by written communication
 and must be received in this office by not later than the fifth business day following the date on
 which the well is placed on production. The notification shall provide, as a minimum, the following
 informational items:
 - Operator name, address, and telephone number.
 - Well name and number.
 - Well location (¼¼, Sec., Twn, Rng, and P.M.).
 - Date well was placed in a producing status (date of first production for which royalty will be paid).
 - The nature of the well's production, (i.e., crude oil, or crude oil and casing head gas, or natural gas and entrained liquid hydrocarbons).
 - O The Federal or Indian lease prefix and number on which the well is located; otherwise the non-Federal or non-Indian land category, i.e., State or private.
 - o Unit agreement and/or participating area name and number, if applicable.
 - o Communitization agreement number, if applicable.
- Any venting or flaring of gas shall be done in accordance with Notice to Lessees (NTL) 4A and needs prior approval from the BLM Vernal Field Office.
- All undesirable events (fires, accidents, blowouts, spills, discharges) as specified in NTL 3A will be reported to the BLM, Vernal Field Office. Major events, as defined in NTL3A, shall be reported verbally within 24 hours, followed by a written report within 15 days. "Other than Major Events" will be reported in writing within 15 days. "Minor Events" will be reported on the Monthly Report of Operations and Production.
- Whether the well is completed as a dry hole or as a producer, "Well Completion and Recompletion Report and Log" (BLM Form 3160-4) shall be submitted not later than 30 days after completion of the well or after completion of operations being performed, in accordance with 43 CFR 3162.4-1. Two copies of all logs run, core descriptions, and all other surveys or data obtained and compiled during the drilling, workover, and/or completion operations, shall be filed on BLM Form 3160-4. Submit with the well completion report a geologic report including, at a minimum, formation tops, and a summary and conclusions. Also include deviation surveys, sample descriptions, strip logs,

core data, drill stem test data, and results of production tests if performed. Samples (cuttings, fluid, and/or gas) shall be submitted only when requested by the BLM, Vernal Field Office.

- All off-lease storage, off-lease measurement, or commingling on-lease or off-lease, shall have prior written approval from the BLM Vernal Field Office.
- Oil and gas meters shall be calibrated in place prior to any deliveries. The BLM Vernal Field Office
 Petroleum Engineers will be provided with a date and time for the initial meter calibration and all
 future meter proving schedules. A copy of the meter calibration reports shall be submitted to the
 BLM Vernal Field Office. All measurement facilities will conform to the API standards for liquid
 hydrocarbons and the AGA standards for natural gas measurement. All measurement points shall
 be identified as the point of sale or allocation for royalty purposes.
- A schematic facilities diagram as required by Onshore Oil & Gas Order No. 3 shall be submitted to the BLM Vernal Field Office within 30 days of installation or first production, whichever occurs first. All site security regulations as specified in Onshore Oil & Gas Order No. 3 shall be adhered to. All product lines entering and leaving hydrocarbon storage tanks will be effectively sealed in accordance with Onshore Oil & Gas Order No. 3.
- Any additional construction, reconstruction, or alterations of facilities, including roads, gathering
 lines, batteries, etc., which will result in the disturbance of new ground, shall require the filing of a
 suitable plan and need prior approval of the BLM Vernal Field Office. Emergency approval may be
 obtained orally, but such approval does not waive the written report requirement.
- No location shall be constructed or moved, no well shall be plugged, and no drilling or workover
 equipment shall be removed from a well to be placed in a suspended status without prior approval
 of the BLM Vernal Field Office. If operations are to be suspended for more than 30 days, prior
 approval of the BLM Vernal Field Office shall be obtained and notification given before resumption
 of operations.
- Pursuant to Onshore Oil & Gas Order No. 7, this is authorization for pit disposal of water produced from this well for a period of 90 days from the date of initial production. A permanent disposal method must be approved by this office and in operation prior to the end of this 90-day period. In order to meet this deadline, an application for the proposed permanent disposal method shall be submitted along with any necessary water analyses, as soon as possible, but no later than 45 days after the date of first production. Any method of disposal which has not been approved prior to the end of the authorized 90-day period will be considered as an Incident of Noncompliance and will be grounds for issuing a shut-in order until an acceptable manner for disposing of said water is provided and approved by this office.
- Unless the plugging is to take place immediately upon receipt of oral approval, the Field Office Petroleum Engineers must be notified at least 24 hours in advance of the plugging of the well, in order that a representative may witness plugging operations. If a well is suspended or abandoned, all pits must be fenced immediately until they are backfilled. The "Subsequent Report of Abandonment" (Form BLM 3160-5) must be submitted within 30 days after the actual plugging of the well bore, showing location of plugs, amount of cement in each, and amount of casing left in hole, and the current status of the surface restoration.

Sundry Number: 38027 API Well Number: 43047528200000

	STATE OF UTAH			FORM 9	
I	DEPARTMENT OF NATURAL RESC DIVISION OF OIL, GAS, AND			5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994	
SUNDR	SUNDRY NOTICES AND REPORTS ON WELLS				
Do not use this form for procurrent bottom-hole depth, FOR PERMIT TO DRILL form	7.UNIT or CA AGREEMENT NAME:				
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820				
2. NAME OF OPERATOR: AXIA ENERGY LLC				9. API NUMBER: 43047528200000	
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400, Der	nver, CO, 80202 7	PHO 720 746-5	NE NUMBER: 200 Ext	9. FIELD and POOL or WILDCAT: WILDCAT	
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL				COUNTY: UINTAH	
QTR/QTR, SECTION, TOWNSH	HIP, RANGE, MERIDIAN: 3 Township: 08.0S Range: 20.0E M	/leridian: S	3	STATE: UTAH	
11. CHECI	K APPROPRIATE BOXES TO IND	ICATE NA	ATURE OF NOTICE, REPOR	RT, OR OTHER DATA	
TYPE OF SUBMISSION			TYPE OF ACTION		
Axia Energy LLC res	CHANGE TO PREVIOUS PLANS CHANGE WELL STATUS DEEPEN OPERATOR CHANGE PRODUCTION START OR RESUME REPERFORATE CURRENT FORMATION TUBING REPAIR WATER SHUTOFF WILDCAT WELL DETERMINATION COMPLETED OPERATIONS. Clearly sepectfully requests a one enced well. This is the fire requested.	C C C C C C C C C C C C C C C C C C C	xtension of the state	CASING REPAIR CHANGE WELL NAME CONVERT WELL TYPE NEW CONSTRUCTION PLUG BACK RECOMPLETE DIFFERENT FORMATION TEMPORARY ABANDON WATER DISPOSAL ✓ APD EXTENSION OTHER: Depths, volumes, etc. Approved by the Utah Division of Oil, Gas and Mining Date: May 23, 2013 By:	
NAME (PLEASE PRINT)	PHONE N	UMBER	TITLE		
Don Hamilton SIGNATURE	435 719-2018		Permitting Agent (Buys & As	ssociates, Inc)	
N/A			5/19/2013		

Sundry Number: 38027 API Well Number: 43047528200000



The Utah Division of Oil, Gas, and Mining

- State of Utah
- Department of Natural Resources

Electronic Permitting System - Sundry Notices

Request for Permit Extension Validation Well Number 43047528200000

API: 43047528200000

Well Name: THREE RIVERS FEDERAL 3-53-820

Location: 2112 FSL 1320 FEL QTR NESE SEC 03 TWNP 080S RNG 200E MER S

Company Permit Issued to: AXIA ENERGY LLC

Date Original Permit Issued: 6/28/2012

The undersigned as owner with legal rights to drill on the property as permitted above, hereby verifies that the information as submitted in the previously approved application to drill, remains valid and does not require revision. Following is a checklist of some items related to the application, which should be verified.

 If located on private land, have Yes No 	as the ownership changed, if so, has the surface agreement been updated? 🔵
 Have any wells been drilled requirements for this location 	in the vicinity of the proposed well which would affect the spacing or siting on? Yes No
Has there been any unit or opposed well?	other agreements put in place that could affect the permitting or operation of this No
	es to the access route including ownership, or rightof- way, which could affect the s
• Has the approved source of	water for drilling changed? 🔘 Yes 🌘 No
	al changes to the surface location or access route which will require a change in sed at the onsite evaluation? (Yes (No
• Is bonding still in place, whi	ch covers this proposed well? 🌘 Yes 🔘 No
Signature: Don Hamilton	Date: 5/19/2013

Title: Permitting Agent (Buys & Associates, Inc) Representing: AXIA ENERGY LLC

Sundry Number: 40015 API Well Number: 43047528200000

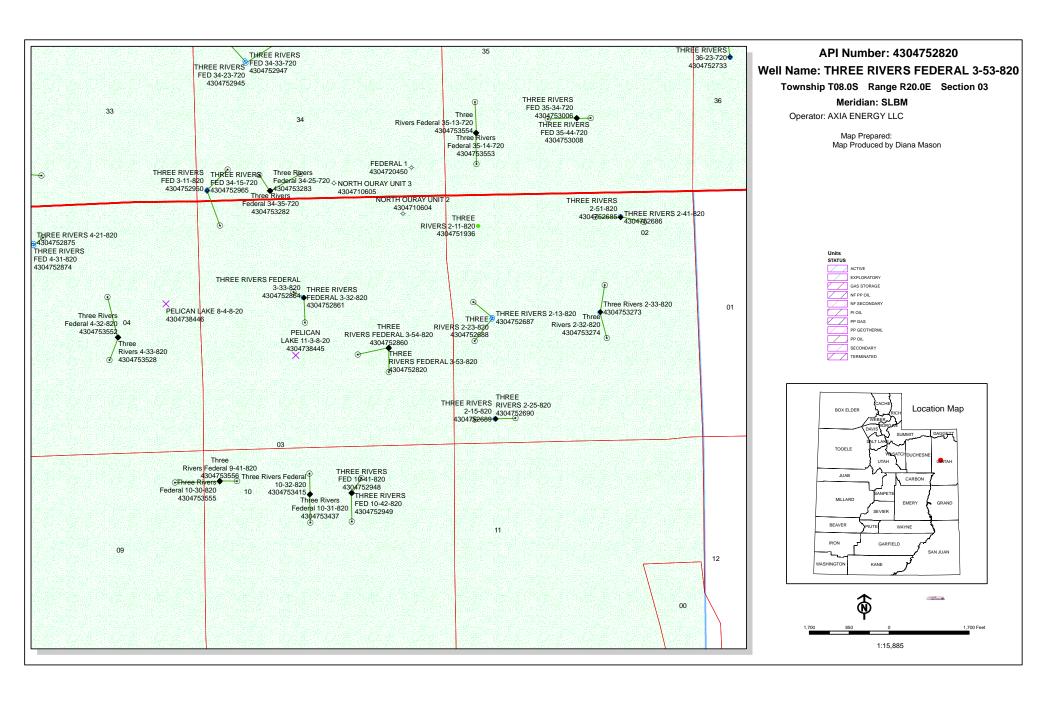
	STATE OF UTAH		FORM 9		
ι	DEPARTMENT OF NATURAL RESOUR DIVISION OF OIL, GAS, AND MI		5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994		
SUNDR	SUNDRY NOTICES AND REPORTS ON WELLS				
Do not use this form for pro current bottom-hole depth, I FOR PERMIT TO DRILL form	7.UNIT or CA AGREEMENT NAME:				
1. TYPE OF WELL Oil Well	8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820				
2. NAME OF OPERATOR: AXIA ENERGY LLC			9. API NUMBER: 43047528200000		
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400, Der	nver, CO, 80202 720	PHONE NUMBER: 746-5200 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS		
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL			COUNTY: UINTAH		
QTR/QTR, SECTION, TOWNSH	IIP, RANGE, MERIDIAN: 3 Township: 08.0S Range: 20.0E Meri	dian: S	STATE: UTAH		
11. CHECI	K APPROPRIATE BOXES TO INDICA	ATE NATURE OF NOTICE, REPOR	RT, OR OTHER DATA		
TYPE OF SUBMISSION		TYPE OF ACTION			
	ACIDIZE	ALTER CASING	CASING REPAIR		
NOTICE OF INTENT	CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME		
Approximate date work will start:	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE		
SUBSEQUENT REPORT Date of Work Completion:	DEEPEN	FRACTURE TREAT	☐ NEW CONSTRUCTION		
	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK		
/	PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	RECOMPLETE DIFFERENT FORMATION		
SPUD REPORT Date of Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	TEMPORARY ABANDON		
7/8/2013	TUBING REPAIR	VENT OR FLARE	WATER DISPOSAL		
DRILLING REPORT					
Report Date:	WATER SHUTOFF	☐ SI TA STATUS EXTENSION	APD EXTENSION		
	WILDCAT WELL DETERMINATION	OTHER	OTHER:		
MIRU Pete Martin o	completed operations. Clearly show conductor rig. Drilled to 150 surface. Released Pete Ma	o' and set 16" conductor.	Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY July 15, 2013		
NAME (PLEASE PRINT)	PHONE NUM				
Cindy Turner	720 746-5209	Project Manager			
SIGNATURE N/A		DATE 7/15/2013			

RECEIVED: Jul. 15, 2013

Sundry Number: 39159 API Well Number: 43047528200000 FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

	STATE OF UTAH DEPARTMENT OF NATURAL RESOURCE		FORM 9			
	5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994					
SUNDR	RY NOTICES AND REPORTS	ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:			
	oposals to drill new wells, significantly reenter plugged wells, or to drill horizon for such proposals.		7.UNIT or CA AGREEMENT NAME:			
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820			
2. NAME OF OPERATOR: AXIA ENERGY LLC			9. API NUMBER: 43047528200000			
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400, Dei	nver, CO, 80202 720 7	PHONE NUMBER: 746-5200 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS			
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL			COUNTY: UINTAH			
QTR/QTR, SECTION, TOWNSH Qtr/Qtr: NESE Section: 0	HIP, RANGE, MERIDIAN: 3 Township: 08.0S Range: 20.0E Meridi	ian: S	STATE: UTAH			
11. CHEC	K APPROPRIATE BOXES TO INDICAT	TE NATURE OF NOTICE, REPOR	RT, OR OTHER DATA			
TYPE OF SUBMISSION		TYPE OF ACTION				
✓ NOTICE OF INTENT	ACIDIZE	ALTER CASING	CASING REPAIR			
Approximate date work will start: 8/1/2013	✓ CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME			
0/1/2013	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE			
SUBSEQUENT REPORT Date of Work Completion:	DEEPEN	FRACTURE TREAT	☐ NEW CONSTRUCTION			
Date of Work Completion.	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK			
	PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	RECOMPLETE DIFFERENT FORMATION			
SPUD REPORT Date of Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	TEMPORARY ABANDON			
	TUBING REPAIR	☐ TUBING REPAIR ☐ VENT OR FLARE				
DRILLING REPORT	WATER SHUTOFF	SI TA STATUS EXTENSION	APD EXTENSION			
Report Date:	WILDCAT WELL DETERMINATION	OTHER	OTHER:			
12. DESCRIBE PROPOSED OR	COMPLETED OPERATIONS. Clearly show a	all pertinent details including dates, o	lepths, volumes, etc.			
approved APD as 1332' FEL to 1980'	C. respectfully requests chan follows: Bottom hole location FSL and 1980' FEL. Surface 25 24# J-55 ST&C. Production	n from 2640' FNL and casing from 8.625 32#	Accepted by the Utah Division of Oil, Gas and Mining Date: July 19, 2013			
	17# J-55 LT&C. Proposed de	•	Date:			
7077' TMD. Ceme	nt requirements will be follo APD.	wed per the approved	By: 15/ K Junt			
NAME (DI FACE DOINT)	DUONE NUMB	ED TITI E				
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMB 720 746-5209	ER TITLE Project Manager				
SIGNATURE N/A		DATE 6/18/2013				

Sundry Number: 39159 API Well Number: 43047528200000



Sundry Number: 39159 API Well Number: 43047528200000

June 18, 2013

Mr. Dustin Doucet Utah Division of Oil, Gas & Mining 1594 West North Temple Salt Lake City, Utah 84116

RE: **Directional Drilling – R649-3-11**

Three Rivers Fed 03-53-820 (API # 4304752820000) NESE Sec 03-T8S-R20E Uintah County, UT

Mr. Doucet:

In accordance with our recent correspondence with your office, Axia Energy respectfully submits the below specifics concerning the proposed directional drilling of the subject well.

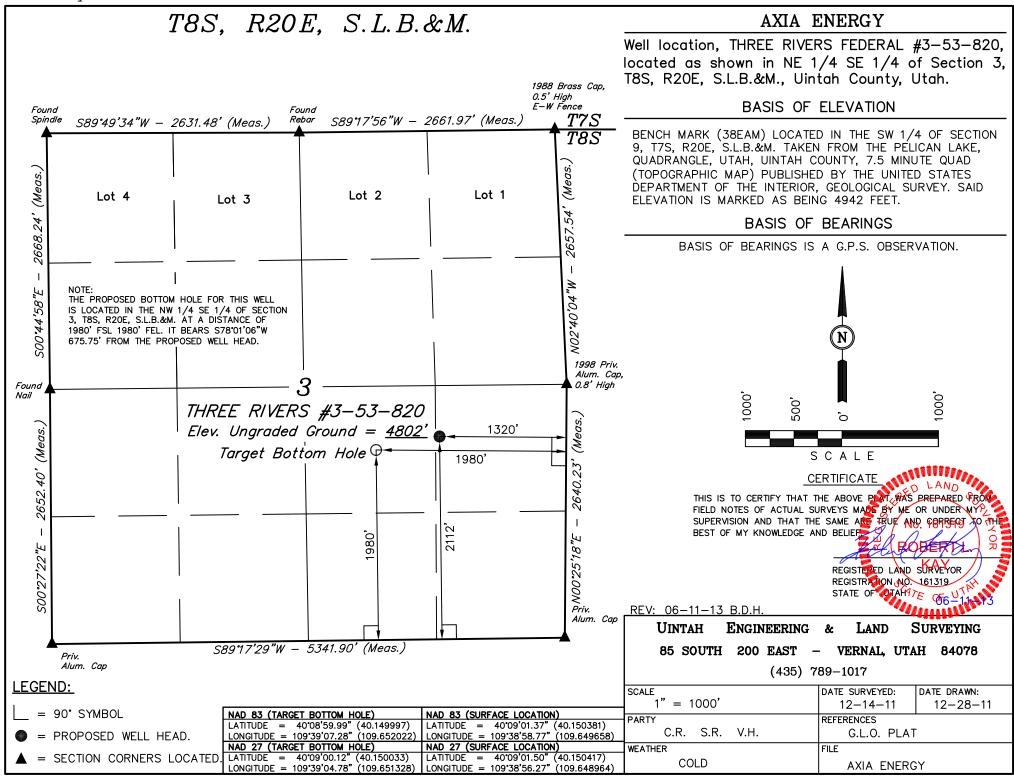
- Axia Energy, LLC is the sole owner of 100% of the leasehold rights within 460' around proposed wellbore and bottom hole location of the captioned well.
- In addition, the Federal mineral ownership is also consistent throughout the wellbore path.
- The directional drilling of the well is proposed to limit surface disturbance within the project and affected surface owners and utilize an existing pad.

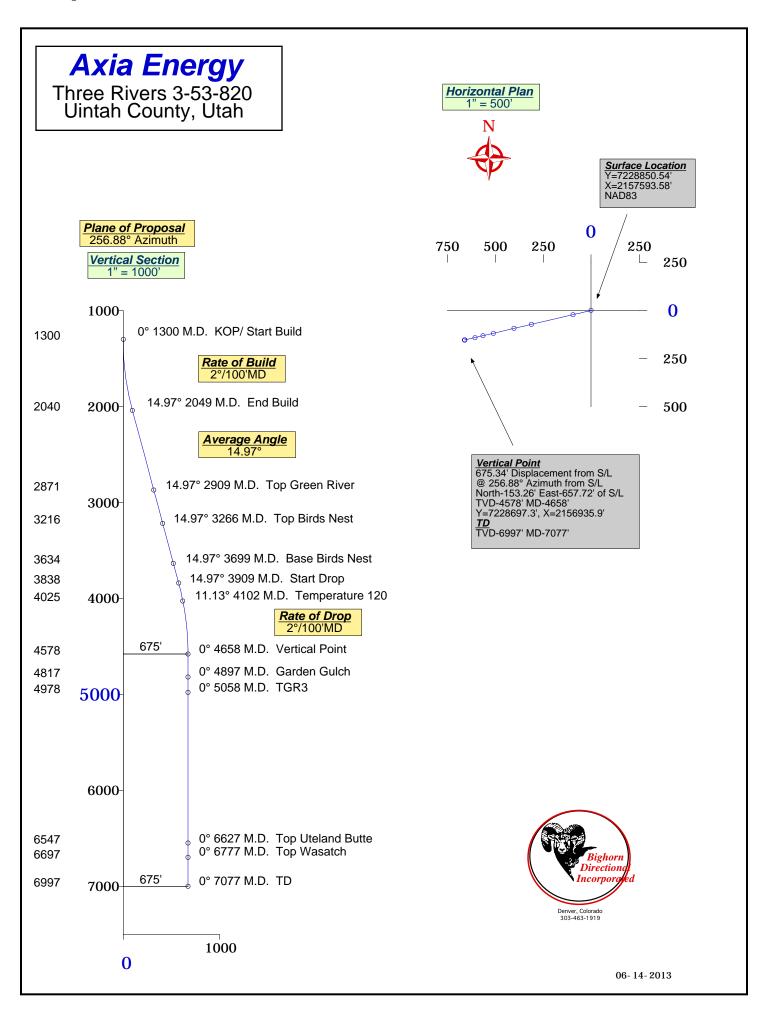
Therefore, based on the above stated information, Axia Energy requests the permit be granted pursuant to R649-3-11.

Thank you in advance for your consideration. Please feel free to contact me at 720-746-5212 if you have any questions or comments.

Sincerely, AXIA ENERGY, LLC

Jess Peonio Senior Drilling Engineer & Regulatory Manager





Bighorn Directional, Inc.

Axia Energy Three Rivers 3-53-820 Uintah County, Utah



Minimum of Curvature Slot Location: 7228850.54', 2157593.58' Plane of Vertical Section: 256.88°

Page: 1

			True	RECTANG	ULAR	LAMB	ERT				
Measured	BORE	HOLE	Vertical	COORDIN	ATES	COORDI	NATES	Vertical	CLOSU	RES	Dogleg
Depth	Inc	Direction	Depth	North(-South) Ea	ast(-West)	Υ	Χ	Section	Distance Di	rection	Severity
Feet	Degrees	Degrees	Feet	Feet Fe	eet	Feet	Feet	Feet	Feet [Deg	Deg/100'
1300.00	0.00	0.00	1300.00	0.00	0.00	7228850.5	2157593.6	0.00	0.00	0.00	0.00
KOP/ Start Buil	d										
1400.00	2.00	256.88	1399.98	-0.40	-1.70	7228850.1	2157591.9	1.75	1.75	256.88	2.00
1500.00	4.00	256.88	1499.84	-1.58	-6.80	7228849.0	2157586.8	6.98	6.98	256.88	2.00
1600.00	6.00	256.88	1599.45	-3.56	-15.28	7228847.0	2157578.3	15.69	15.69	256.88	2.00
1700.00	8.00	256.88	1698.70	-6.33	-27.15	7228844.2	2157566.4	27.88	27.88	256.88	2.00
1800.00	10.00	256.88	1797.47	-9.88	-42.39	7228840.7	2157551.2	43.52	43.52	256.88	2.00
1900.00	12.00	256.88	1895.62	-14.21	-60.97	7228836.3	2157532.6	62.60	62.60	256.88	2.00
2000.00	14.00	256.88	1993.06	-19.31	-82.88	7228831.2	2157510.7	85.10	85.10	256.88	2.00
2048.71	14.97	256.88	2040.22	-22.08	-94.74	7228828.5	2157498.8	97.28	97.28	256.88	2.00
End Build											
2548.71	14.97	256.88	2523.24	-51.40	-220.56	7228799.1	2157373.0	226.47	226.47	256.88	0.00
2908.70	14.97	256.88	2871.00	-72.50	-311.15	7228778.0	2157282.4	319.49	319.49	256.88	0.00
Top Green Rive											
3048.71	14.97	256.88	3006.26	-80.71	-346.38	7228769.8	2157247.2	355.66	355.66	256.88	0.00
3265.82	14.97	256.88	3216.00	-93.44	-401.02	7228757.1	2157192.6	411.76	411.76	256.88	0.00
Top Birds Nest											
3548.71	14.97	256.88	3489.28	-110.03	-472.20	7228740.5	2157121.4	484.85	484.85	256.88	0.00
3698.52	14.97	256.88	3634.00	-118.82	-509.90	7228731.7	2157083.7	523.56	523.56	256.88	0.00
Base Birds Nes	st										
3909.46	14.97	256.88	3837.78	-131.19	-562.98	7228719.4	2157030.6	578.06	578.06	256.88	0.00
Start Drop											
4009.46	12.97	256.88	3934.82	-136.67	-586.50	7228713.9	2157007.1	602.21	602.21	256.88	2.00
4101.68	11.13	256.88	4025.00	-141.04	-605.25	7228709.5	2156988.3	621.47	621.47	256.88	2.00
Temperature 12											
4109.46	10.97	256.88	4032.64	-141.37	-606.70	7228709.2	2156986.9	622.96	622.96	256.88	2.00
4209.46	8.97	256.88	4131.12	-145.30	-623.57	7228705.2	2156970.0	640.28	640.28	256.88	2.00
4309.46	6.97	256.88	4230.15	-148.45	-637.08	7228702.1	2156956.5	654.15	654.15	256.88	2.00

RECEIVED: Jun. 18, 2013

Bighorn Directional, Inc.

Axia Energy Three Rivers 3-53-820 Uintah County, Utah



Minimum of Curvature Slot Location: 7228850.54', 2157593.58' Plane of Vertical Section: 256.88°

Page: 2

Measured	BORE	HOLE	True Vertical	RECTANG! COORDINA	_	LAMB COORDI		Vertical	CLOSU	RES	Dogleg
Depth	Inc	Direction	Depth	North(-South) Ea	ıst(-West)	Y	X	Section	Distance Di	rection	Severity
Feet	Degrees	Degrees	Feet	Feet Fe	eet	Feet	Feet	Feet	Feet D	Deg	Deg/100'
4409.46	4.97	256.88	4329.60	-150.81	-647.22	7228699.7	2156946.4	664.55	664.55	256.88	2.00
4509.46	2.97	256.88	4429.35	-152.39	-653.96	7228698.2	2156939.6	671.48	671.48	256.88	2.00
4609.46	0.97	256.88	4529.29	-153.17	-657.32	7228697.4	2156936.3	674.93	674.93	256.88	2.00
4658.17	0.00	256.88	4578.00	-153.26	-657.72	7228697.3	2156935.9	675.34	675.34	256.88	2.00
Vertical Point											
4897.18	0.00	256.88	4817.00	-153.26	-657.72	7228697.3	2156935.9	675.34	675.34	256.88	0.00
Garden Gulch											
5058.18	0.00	256.88	4978.00	-153.26	-657.72	7228697.3	2156935.9	675.34	675.34	256.88	0.00
TGR3											
6627.18	0.00	256.88	6547.00	-153.26	-657.72	7228697.3	2156935.9	675.34	675.34	256.88	0.00
Top Uteland Bu	utte										
6777.18	0.00	256.88	6697.00	-153.26	-657.72	7228697.3	2156935.9	675.34	675.34	256.88	0.00
Top Wasatch											
7077.17	0.00	256.88	6997.00	-153.26	-657.72	7228697.3	2156935.9	675.34	675.34	256.88	0.00
TD											

Final Station Closure Distance: 675.34' Direction: 256.88°

RECEIVED: Jun. 18, 2013



NESE SUC 03 TOSS RADE

Spud Notice

1 messaage

Cordell Wold < cwold@axiaenergy.com>

Sun, Jul 7, 2013 at 11:24 AM

To: "caroldaniels@utah.gov" <caroldaniels@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>,

"cctaylor@blm.gov" <cctaylor@blm.gov>, Dan Jarvis <danjarvis@utah.gov>

Cc: Cindy Turner <cturner@axiaenergy.com>, Jess Peonio <jpeonio@axiaenergy.com>, klbascom

<klbascom@ubtanet.com>, Bryce Holder <bholder@axiaenergy.com>

Pete Martin will be moving onto the Three Rivers Federal 3-53-820, API #430475282000 on 07/08/2013 to drill and set the conductor.

Any questions;

Cordell Wold

Axia Energy

701-570-5540

RECEIVED

JUL 07 2013

DIV. OF OIL, GAS & MINING



Resume of operations

85

20 E

3

43 647 52820

Cordell Wold < cwold@axiaenergy.com>

Thu, Jul 11, 2013 at 2:23 PM

To: richard powell <richardpowell@utah.gov>, carol daniels <caroldaniels@utah.gov>, Dan Jarvis <danjarvis@utah.gov>, Cade Taylor <cctaylor@blm.gov>, Cindy Turner <cturner@axiaenergy.com>, Jess Peonio <jpeonio@axiaenergy.com>, Kenny Bascom <klbascom@ubtanet.com>

ProPetro will be moving onto the Three Rivers Federal 3-53-820 to drill surface on 07/12/2013 and set casing on 07/13/2013.

Any questions;

Cordell Wold

Axia Energy

701-570-5540

Sent from my Verizon Wireless 4G LTE DROID

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JUL 1 1 2013

DIV. OF OIL, GAS & MINING

Search Images	Mail Drive Calendar Sites Groups Contacts Mobile More
	VESE SOS TO83 RADE (UNFIDEN)
Mail	More
COMPOSE	Axia Energy,Three Rivers Federal 3-53-820 Inbox x
Inbox (55) Starred Important Sent Mail Drafts (6) Cabinet	Ray Meeks <ray.meeks_bmg@hotmail.com> 11:40 AM (19 hours ago) We will be running 5 1/2" production casing on the Three Rivers Federal on @ 8/27/: cementing. Any questions please call me Ray Meeks,435-828-5550, Capstar rig 32</ray.meeks_bmg@hotmail.com>
Follow up Misc Notes Priority More	Click here to Reply, Reply to all, or Forward
More	0% full ©2013 Google - Terms of Service - Using 0.18 GB of your 30 GB Privacy Policy - Program Policies Last account activity: Pow ered by Google
Search people alexishuefner	
Diana Mason Don Staley alexisheufner Amy Mackey	
barbara_nicol Brady Riley Inv Dan Jarvis Livingston, Car	RECEIVED ANS 2 8 288
Rachel Medina	DIV. OF OIL, GAS & MINING



CONFIDENTIAL

Axia Energy-Three Rivers Federal 3-53-820

43 DAT 52820

<u>85 20 E</u>

Mon, Aug 19, 2013 at 5:27 PM

Ray Meeks <ray.meeks_bmg@hotmail.com>

To: "cctaylor@blm.gov" <cctaylor@blm.gov>, "caroldaniels@utah.gov" <caroldaniels@utah.gov>,

"danjarvis@utah.gov" <danjarvis@utah.gov>, "richardpowell@utah.gov" <richardpowell@utah.gov>

Cc: "cwold@axiaenergy.com" <cwold@axiaenergy.com>

We will be moving onto the Three rivers 3-53-820 and resuming operations on 8/20/13. We will nipple up and test Bops. Any questions please call me Ray Meeks 435-828-5550, Capstar 321. Thank you

RECEIVED

AUS 1 9 2073

DIV. OF OIL, GAS & MINING

DHY OF OIL, GAS & MHVING

Sundry Number: 42513 API Well Number: 43047528200000 FEDERAL APPROVAL OF THIS ACTION IS NECESSARY

	FORM 9		
1	5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994		
SUNDR	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:		
	posals to drill new wells, significantly reenter plugged wells, or to drill horiz n for such proposals.		7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820
2. NAME OF OPERATOR: AXIA ENERGY LLC			9. API NUMBER: 43047528200000
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400, Der	nver, CO, 80202 720	PHONE NUMBER: 746-5200 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL			COUNTY: UINTAH
QTR/QTR, SECTION, TOWNSH Qtr/Qtr: NESE Section: 0	IIP, RANGE, MERIDIAN: 3 Township: 08.0S Range: 20.0E Meri	dian: S	STATE: UTAH
11. CHECI	K APPROPRIATE BOXES TO INDICA	ATE NATURE OF NOTICE, REPOR	RT, OR OTHER DATA
TYPE OF SUBMISSION		TYPE OF ACTION	
	ACIDIZE	ALTER CASING	CASING REPAIR
Approximate date work will start:	CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME
10/1/2013	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE
SUBSEQUENT REPORT	DEEPEN	FRACTURE TREAT	NEW CONSTRUCTION
Date of Work Completion:	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK
	PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	RECOMPLETE DIFFERENT FORMATION
SPUD REPORT Date of Spud:			
Date of opau.	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON
	L TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL ☐
DRILLING REPORT Report Date:	WATER SHUTOFF	SI TA STATUS EXTENSION	APD EXTENSION
	WILDCAT WELL DETERMINATION	✓ OTHER	OTHER: Central Tank Facility
	COMPLETED OPERATIONS. Clearly show		
	NK FACILITY: Three Rivers (ed for Proposal and Allocat		Accepted by the Utah Division of Oil, Gas and Mining
			Date: October 08, 2013
			By: Dork Out
NAME (DI EACE DOINT)	DUONE AUTO	DED TITLE	
NAME (PLEASE PRINT) Cindy Turner	PHONE NUM 720 746-5209	BER TITLE Project Manager	
SIGNATURE N/A		DATE 9/11/2013	

Sundry Number: 42513 API Well Number: 43047528200000

AXIA THREE RIVERS CENTRAL TANK FACILITY

Axia Energy, LLC submits the following documentation as follow-up to verbal and email approval to commingle certain wells with common interests per attached diagram.

Allocation Proposal:

Each well that comes on will be set-up and plumbed individually with (2) 500 bbl oil tanks and (1) 500 bbl water tank for each producing well.

When production on a well basis exceeds current individual well storage, production would be gauged and an internal run ticket would be generated. The oil would then be shipped to the centralized tank facilities per attached allocation diagram.

Oil Sales from Centralized Storage Facility would be allocated back to the applicable well on a first infirst out basis and quantity would be based on the run ticket generated when the oil is sold to oil purchaser.

Proposed centralized storage facilities are set up by State or Federal lease number, or in the case of Fee wells, by common interest.

Reporting Requirements:

- When oil is transferred to the central tank battery from a well location, the volume will appear on Form 11 (Monthly Disposition Report) as transported volume for the applicable entity location.
- A Form 12 (Transfer of Oil) for the volume going to the CTB will be prepared with any applicable internal run tickets attached.

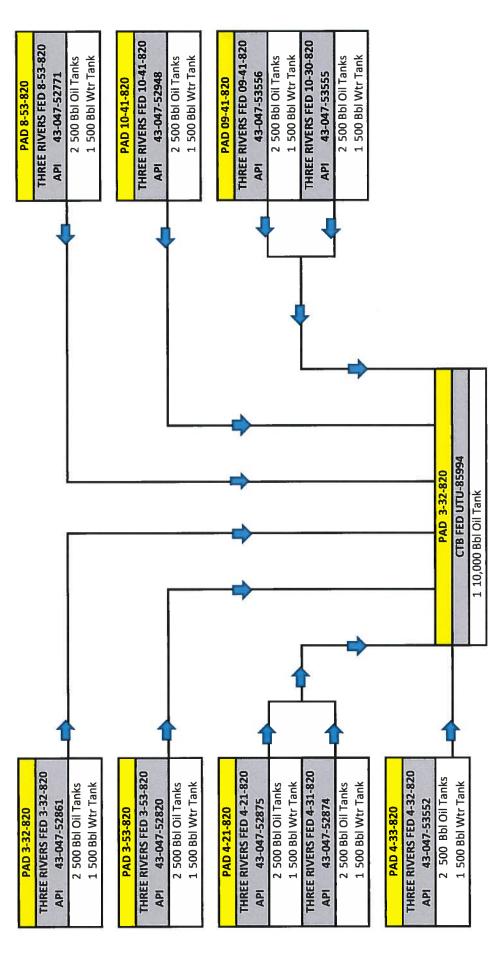
EFFECTIVE DATE: October 1, 2013

Sundry Number: 42513 API Well Number: 43047528200000

THREE RIVERS FED WELLS IN SEC 3, 4, 8 & 10 OF TWNSHP 8S-RNG 20E THAT CAN FLOW TO CENTRAL TANK BATTERY THREE RIVERS CTB FED UTU-85994 NAME: **DESC:**

BASED ON COMMON INTEREST/LEASE NO

LEASE: FED UTU-85994



When well tanks get full and we are unable to sell, we would move the oil to the central facility for storage/sales using an internal run ticket.
Sales from the Central Tank Battery would be allocated back to the wells on a first in - first out basis.

Sundry Number: 44028 API Well Number: 43047528200000

	STATE OF UTAH		FORM 9		
ι	DEPARTMENT OF NATURAL RESOUR DIVISION OF OIL, GAS, AND MI		5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994		
SUNDR	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:				
	oposals to drill new wells, significantly reenter plugged wells, or to drill horize n for such proposals.		7.UNIT or CA AGREEMENT NAME:		
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820		
2. NAME OF OPERATOR: AXIA ENERGY LLC			9. API NUMBER: 43047528200000		
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400, Der	nver, CO, 80202 720	PHONE NUMBER: 746-5200 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS		
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL			COUNTY: UINTAH		
QTR/QTR, SECTION, TOWNSH	HIP, RANGE, MERIDIAN: 3 Township: 08.0S Range: 20.0E Merio	dian: S	STATE: UTAH		
11. CHECK	K APPROPRIATE BOXES TO INDICA	ATE NATURE OF NOTICE, REPOR	RT, OR OTHER DATA		
TYPE OF SUBMISSION		TYPE OF ACTION			
	ACIDIZE	ALTER CASING	CASING REPAIR		
NOTICE OF INTENT	CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME		
Approximate date work will start:	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE		
SUBSEQUENT REPORT Date of Work Completion:	DEEPEN	FRACTURE TREAT	NEW CONSTRUCTION		
	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK		
SPUD REPORT	✓ PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	RECOMPLETE DIFFERENT FORMATION		
Date of Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON		
	TUBING REPAIR	VENT OR FLARE	WATER DISPOSAL		
DRILLING REPORT Report Date:	WATER SHUTOFF	SI TA STATUS EXTENSION	APD EXTENSION		
10/22/2013	WILDCAT WELL DETERMINATION	OTHER	OTHER:		
		U officer	<u> </u>		
SPUD: 07/09/13. DF	COMPLETED OPERATIONS. Clearly show RILLING RIG RELEASED 08 RT DATE: 09/20/2013. 1ST SALES: 10/10/13.	3/26/13. TMD 7070'. TVD	Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY October 23, 2013		
NAME (DI FASE DDINT)	DHONE NIIM	BER TITLE			
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMI 720 746-5209	Project Manager			
SIGNATURE N/A		DATE 10/22/2013			

Sundry Number: 44028 API Well Number: 43047528200000

	STATE OF UTAH		FORM 9		
ι	DEPARTMENT OF NATURAL RESOUR DIVISION OF OIL, GAS, AND MI		5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994		
SUNDR	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:				
	oposals to drill new wells, significantly reenter plugged wells, or to drill horize n for such proposals.		7.UNIT or CA AGREEMENT NAME:		
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820		
2. NAME OF OPERATOR: AXIA ENERGY LLC			9. API NUMBER: 43047528200000		
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400, Der	nver, CO, 80202 720	PHONE NUMBER: 746-5200 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS		
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL			COUNTY: UINTAH		
QTR/QTR, SECTION, TOWNSH	HIP, RANGE, MERIDIAN: 3 Township: 08.0S Range: 20.0E Merio	dian: S	STATE: UTAH		
11. CHECK	K APPROPRIATE BOXES TO INDICA	ATE NATURE OF NOTICE, REPOR	RT, OR OTHER DATA		
TYPE OF SUBMISSION		TYPE OF ACTION			
	ACIDIZE	ALTER CASING	CASING REPAIR		
NOTICE OF INTENT	CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME		
Approximate date work will start:	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE		
SUBSEQUENT REPORT Date of Work Completion:	DEEPEN	FRACTURE TREAT	NEW CONSTRUCTION		
	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK		
SPUD REPORT	✓ PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	RECOMPLETE DIFFERENT FORMATION		
Date of Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	☐ TEMPORARY ABANDON		
	TUBING REPAIR	VENT OR FLARE	WATER DISPOSAL		
DRILLING REPORT Report Date:	WATER SHUTOFF	SI TA STATUS EXTENSION	APD EXTENSION		
10/22/2013	WILDCAT WELL DETERMINATION	OTHER	OTHER:		
		U officer	<u> </u>		
SPUD: 07/09/13. DF	COMPLETED OPERATIONS. Clearly show RILLING RIG RELEASED 08 RT DATE: 09/20/2013. 1ST SALES: 10/10/13.	3/26/13. TMD 7070'. TVD	Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY October 23, 2013		
NAME (DI FASE DDINT)	DHONE NIIM	BER TITLE			
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMI 720 746-5209	Project Manager			
SIGNATURE N/A		DATE 10/22/2013			

Sundry Number: 44027 API Well Number: 43047528200000

			1		
	STATE OF UTAH		FORM 9		
	DEPARTMENT OF NATURAL RESOURCES DIVISION OF OIL, GAS, AND MINING				
SUNDR	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:				
	oposals to drill new wells, significantly d reenter plugged wells, or to drill horizon n for such proposals.		7.UNIT or CA AGREEMENT NAME:		
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820		
2. NAME OF OPERATOR: AXIA ENERGY LLC			9. API NUMBER: 43047528200000		
3. ADDRESS OF OPERATOR: 1430 Larimer Ste 400, Dei		PHONE NUMBER: 16-5200 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS		
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL			COUNTY: UINTAH		
QTR/QTR, SECTION, TOWNSH	HIP, RANGE, MERIDIAN: 03 Township: 08.0S Range: 20.0E Meridia	n: S	STATE: UTAH		
11. CHEC	K APPROPRIATE BOXES TO INDICATE	E NATURE OF NOTICE, REPOR	RT, OR OTHER DATA		
TYPE OF SUBMISSION		TYPE OF ACTION			
	ACIDIZE	ALTER CASING	CASING REPAIR		
NOTICE OF INTENT Approximate date work will start:	✓ CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME		
7,550	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE		
SUBSEQUENT REPORT Date of Work Completion:	DEEPEN [FRACTURE TREAT	NEW CONSTRUCTION		
9/20/2013	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK		
SPUD REPORT	PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	RECOMPLETE DIFFERENT FORMATION		
Date of Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	TEMPORARY ABANDON		
	TUBING REPAIR	VENT OR FLARE	WATER DISPOSAL		
DRILLING REPORT Report Date:	WATER SHUTOFF	SI TA STATUS EXTENSION	APD EXTENSION		
	WILDCAT WELL DETERMINATION	OTHER	OTHER:		
42 DESCRIPE PROPOSED OR		I nortinent details including detay	double valumes at		
APD was approved on 06-28-12 as a Wasatch completion. However, there was a change in plans and we request your approval for a GREEN RIVER Completion. Bottom Perf = 6,701'. Top of Wasatch = 6,740' Please update Entity Action Number 19104 to GRRV. **Record of Completion of Completio					
NAME (PLEASE PRINT) Cindy Turner	PHONE NUMBE 720 746-5209	R TITLE Project Manager			
SIGNATURE N/A		DATE 10/22/2013			

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Request to Transfer Application or Permit to Drill

اامW	name:	See Attached L	ist	_						
	number:	Coo / Madrida Elot								
	ation:	Qtr-Qtr:	Qtr-Qtr: Section: Township: Range							
	pany that filed original application:	-	Star Point Enterprises							
	original permit was issued:		·							
Com	pany that permit was issued to:	Axia Energy, L	LC		,					
			30000							
heck		Des	ired Action:			-				
one) 			
	Transfer pending (unapproved) App	lication for Pe	ermit to Drill to ne	ew operator						
	The undersigned as owner with legal r	ights to drill on	the property, here	by verifies that the ir	nformation as	_				
	submitted in the pending Application for owner of the application accepts and a	or Permit to Dri	I, remains valid an	nd does not require re	evision. The n	new n				
√	Transfer approved Application for F	Permit to Drill t	o new operator							
	The undersigned as owner with legal r information as submitted in the previous revision.					;	-			
	· · · · · · · · · · · · · · · · · · ·									
			uliantian vehicle	hould be verified		Vac	Ma			
	owing is a checklist of some items rel		plication, which s	should be verified.		Yes	No			
	ated on private land, has the ownership	changed?	plication, which s	should be verified.		Yes	No.			
f loc	ated on private land, has the ownership If so, has the surface agreement been	changed? updated?				Yes	No ✓			
f loc	ated on private land, has the ownership	changed? updated?			iting	Yes	No.			
f loc Have requ	ated on private land, has the ownership If so, has the surface agreement been any wells been drilled in the vicinity of	changed? updated? the proposed w	ell which would af	fect the spacing or s		Yes	No ✓			
f loc Have equ Have prop	ated on private land, has the ownership If so, has the surface agreement been e any wells been drilled in the vicinity of rements for this location? e there been any unit or other agreemen	changed? updated? the proposed w ts put in place t	ell which would af	fect the spacing or s e permitting or opera	ation of this	Yes	No.			
Have requ Have prop Have	ated on private land, has the ownership If so, has the surface agreement been e any wells been drilled in the vicinity of rements for this location? e there been any unit or other agreemen osed well? e there been any changes to the access	changed? updated? the proposed w ts put in place t	ell which would af	fect the spacing or s e permitting or opera	ation of this	Yes	No V			
f loc	ated on private land, has the ownership If so, has the surface agreement been e any wells been drilled in the vicinity of rements for this location? e there been any unit or other agreemen beed well? e there been any changes to the access beed location?	changed? updated? the proposed w ts put in place t route including changed?	ell which would af hat could affect th ownership or righ	fect the spacing or s e permitting or opera t-of-way, which could	ation of this	Yes	✓ ✓ ✓			
Have requ Have prop Has Have blans	ated on private land, has the ownership If so, has the surface agreement been any wells been drilled in the vicinity of rements for this location? there been any unit or other agreement osed well? there been any changes to the access osed location? the approved source of water for drilling there been any physical changes to the	changed? updated? the proposed w ts put in place t route including changed? e surface location	ell which would af that could affect th ownership or right	fect the spacing or s e permitting or opera t-of-way, which could	ation of this	Yes	✓ ✓ ✓			
Have requested that Have Have Have Have Have Have Have Have	ated on private land, has the ownership If so, has the surface agreement been e any wells been drilled in the vicinity of rements for this location? e there been any unit or other agreemen osed well? e there been any changes to the access osed location? the approved source of water for drilling there been any physical changes to the form what was discussed at the onsite	changed? updated? the proposed w ts put in place t route including changed? e surface location evaluation? oposed well? B a pending or apport amended Ap	ell which would af that could affect the ownership or right on or access route ond No.	fect the spacing or see permitting or operated to feet the spacing or operated to feet the space of the space	ation of this d affect the change in	ns fer	✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓			
Have requested that Have poroporoporoporoporoporoporoporoporopor	ated on private land, has the ownership If so, has the surface agreement been e any wells been drilled in the vicinity of rements for this location? The there been any unit or other agreemen beed well? The there been any changes to the access beed location? The approved source of water for drilling there been any physical changes to the from what was discussed at the onsite anding still in place, which covers this pro- desired or necessary changes to either a ld be filed on a Sundry Notice, Form 9, of	changed? updated? the proposed w ts put in place t route including changed? e surface location evaluation? oposed well? B a pending or apport amended Ap	ell which would af that could affect the ownership or right on or access route ond No.	fect the spacing or see permitting or operate-of-way, which could which will require a for Permit to Drill the to Drill, Form 3, as	ation of this d affect the change in hat is being tra	75 fer in 2013	✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓ ✓			

The person signing this form must have legal authority to represent the company or individual(s) to be listed as the new operator on the Application for Permit to Drill.

Division of Oil, Gas and Mining

OPERATOR CHANGE WORKSHEET (for state use only)

ROUTING
CDW

X - Change of Operator (Well Sold)			Operator Name Change/Merger								
The operator of the well(s) listed below has char	ged, effecti	ve:	10/1/2013								
FROM: (Old Operator):			TO: (New Operator):								
N3765-Axia Energy, LLC			N4045-Ultra Resources, Inc.								
1430 Larimer Street, Suite 400			304 Inverness								
Denver, CO 80202			Englewood, (, Suite 273						
Phone: 1 (720) 746-5200			Phone: 1 (303	3) 645-9810							
CA No.			Unit:	N/A							
WELL NAME	SEC TWI	N RNG	API NO	ENTITY NO	LEASE TYPE	WELL TYPE	WELL STATUS				
See Attached List				1,0	111111	1111	SIATUS				
 1. (R649-8-10) Sundry or legal documentation was 2. (R649-8-10) Sundry or legal documentation was 3. The new company was checked on the Departs 4a. Is the new operator registered in the State of USa. (R649-9-2)Waste Management Plan has been res 5b. Inspections of LA PA state/fee well sites comp 5c. Reports current for Production/Disposition & S 	nent of Con Itah: ceived on: lete on: undries on:	from the	e NEW operators, Division of Caracters Num N/A N/A 1/14/2014	or on: Corporations aber: —	8861713-01	_ n:	1/14/2014				
6. Federal and Indian Lease Wells: The BL	M and or th	e BIA ł	nas approved th	ne merger, na	me change,						
or operator change for all wells listed on Federa	al or Indian	leases o	on:	BLM	Not Yet	BIA					
7. Federal and Indian Units:											
The BLM or BIA has approved the successor				1:	N/A						
8. Federal and Indian Communization Ag						_					
The BLM or BIA has approved the operator f					N/A						
9. Underground Injection Control ("UIC") Division	has ap	proved UIC I	Form 5 Tran	sfer of Autl	hority to					
Inject, for the enhanced/secondary recovery un	it/project fo	r the wa	ter disposal we	ell(s) listed o	n:	N/A					
DATA ENTRY:			•	` ,			_				
 Changes entered in the Oil and Gas Database Changes have been entered on the Monthly Op Bond information entered in RBDMS on: Fee/State wells attached to bond in RBDMS on Injection Projects to new operator in RBDMS on 	erator Cha	inge Sp	1/14/2014 read Sheet on 1/14/2014 1/14/2014 N/A	- : -	1/14/2014	-					
6. Receipt of Acceptance of Drilling Procedures for		v on:		_	1/14/2014						
7. Surface Agreement Sundry from NEW operator	on Fee Surf	face wel	lls received on:	•	Yes	-					
BOND VERIFICATION:				•		-					
1. Federal well(s) covered by Bond Number:			22046400								
2. Indian well(s) covered by Bond Number:			22046400								
3a. (R649-3-1) The NEW operator of any state/fee	well(s) list	ed cove	red by Bond N	umber	22046398						
3b. The FORMER operator has requested a release	of liability	from th	eir bond on:	Not Yet							
LEASE INTEREST OWNER NOTIFIC	ATION:										
4. (R649-2-10) The NEW operator of the fee wells		ntacted	and informed b	ov a letter fro	m the Divisio	าท					
of their responsibility to notify all interest owner	s of this cha	nge on:	HIOIIIVU	1/14/2014	111 UIC DIVISIO	<i>7</i> 11					
COMMENTS:			-								

Well Name	Sec	TWN				Mineral Lease	Well Type	Well Status
THREE RIVERS 2-41-820	2	080S		4304752686		State	OW_	APD
THREE RIVERS 2-25-820	2	080S		4304752690		State	OW	APD
THREE RIVERS 36-21-720	36	070S	200E			State	OW	APD
THREE RIVERS 36-13-720	36	070S	200E			State	OW	APD
THREE RIVERS FEDERAL 3-54-82		080S	200E	4304752860		Federal	OW	APD
THREE RIVERS FEDERAL 3-33-82		080S	200E	4304752864		Federal	OW	APD
THREE RIVERS FED 35-34-720	35	070S	200E	4304753006		Federal	OW	APD
THREE RIVERS FED 35-42-720	35	070S	200E	4304753007		Federal	OW	APD
THREE RIVERS FED 35-44-720	35	070S	200E	4304753008		Federal	OW	APD
Three Rivers 2-32-820	2	080S	200E	4304753274		State	OW	APD
Three Rivers 18-21-821	18	080S	210E	4304753276		Fee	OW	APD
Three Rivers 18-31-821	18	080S	210E	4304753277		Fee	OW	APD
Three Rivers 27-34-720	34	070S	200E	4304753278		Fee	OW	APD
Three Rivers 34-31T-720	34	070S	200E	4304753281		Fee	OW	APD
Three Rivers Federal 35-14-720	35	070S	200E	4304753553	İ	Federal	OW	APD
Three Rivers Federal 35-13-720	35	070S	200E	4304753554		Federal	OW	APD
Three Rivers 7-34-821	7	080S	210E	4304753558		Fee	OW	APD
Three Rivers 7-23-821	7	080S	210E	4304753559		Fee	OW	APD
Three Rivers 7-21-821	7	080S		4304753560		Fee	OW	APD
Three Rivers 7-22-821	7	080S		4304753561		Fee	ow	APD
Three Rivers 7-12-821	7	080S		4304753562		Fee	OW	APD
Three Rivers 18-22-821	18	080S	210E	4304753620		Fee	OW	APD
Three Rivers 18-32-821	18	080S		4304753621		Fee	OW	APD
Three Rivers D	16	080S		4304753702		State	WD	APD
Three Rivers Federal 4-41-820	4	080S		4304753911		Federal	OW	APD
Three Rivers Federal 4-42-820	4	080S	200E	4304753913		Federal	OW	APD
Three Rivers Federal 3-12-820	4	080S	200E	4304753914		Federal	OW	APD
Three Rivers Federal 34-42-720	35	070S		4304753915		Federal	OW	APD
Three Rivers Federal 34-43-720	35	070S		4304753916		Federal	OW	APD
Three Rivers Federal 35-12-720	35	070S		4304753917		Federal	OW	APD
Three Rivers Federal 35-43-720	35	070S		4304753918		Federal	OW	APD
Three Rivers Federal 35-442-720	35	070S		4304753919		Federal	OW	APD
Three Rivers Federal 35-21-720	35	070S		4304753943			OW	APD
Three Rivers Federal 35-11-720	35	070S		4304753944			OW OW	APD
Three Rivers 2-24-820	2	080S		4304753945			OW OW	APD
Three Rivers 2-223-820	2	080S		4304753946	-		ow ow	APD
Three Rivers 2-21-820	2	080S		4304753947			ow ow	APD
	2	080S		4304753948			ow ow	APD
Three Rivers 32-42-720	32	070S		4304753949			ow	APD
Three Rivers Federal 3-13-820	3	080S		4304753951			OW OW	APD
Three Rivers Federal 3-14-820	3	080S		4304753952			OW OW	APD
Three Rivers Federal 3-23-820	3	080S		4304753953	++		ow	APD
	3	080S		4304753954			OW	APD
	5	080S		4304753956			OW OW	APD
Three Rivers Federal 5-43-820	5	080S	1	4304753957	-		OW OW	APD
Three Rivers Federal 5-42-820	5	080S		4304753958			OW OW	APD
Three Rivers Federal 5-11-820	5	080S		4304754204	1		OW OW	APD
Three Rivers Federal 5-21-820	5	080S		4304754205			OW OW	APD
	8	080S		4304754211			OW OW	APD
	8	080S	-	4304754211	1		OW	APD
	3	080S		4304754212			OW OW	
	3	080S	- 	4304754213	 		OW	APD
	32	070S		4304752735				APD
THREE RIVERS FEDERAL 8-52-820		080S		·	,		OW	DRL
	5	080S	-	4304752770			OW	DRL
	10	080S		4304752863			OW	DRL
	34	080S 070S		4304752949			OW	DRL
	16	-		4304752950			WC	DRL
		080S		4304753229			OW	DRL
111100 1(17013 10-22-020	16	080S	200E	4304753230	19801	State	OW	DRL

1 1/14/2014

	1		1	1		T		
Three Rivers Federal 34-35-720	34	070S	200E		·	Federal	OW	DRL
Three Rivers Federal 34-25-720	34	070S	200E	 	+	Federal	OW	DRL_
Three Rivers Federal 10-32-820	10	080S		4304753415		Federal	OW	DRL
Three Rivers Federal 10-31-820	10	080S	200E	4304753437		Federal	OW	DRL
Three Rivers 16-34-820	16	080S	200E	4304753472	19278	State	OW	DRL
Three Rivers 16-44-820	16	080S	200E	4304753473	19268	State	OW	DRL
Three Rivers 16-11-820	16	080S	200E	4304753474	19262	State	OW	DRL
Three Rivers 16-12-820	16	080S	200E	4304753475	19263	State	OW	DRL
Three Rivers 16-32-820	16	080S	200E	4304753494	19185	State	OW	DRL
Three Rivers 16-31-820	16	080S	200E	4304753495	19269	State	OW	DRL
Three Rivers 16-33-820	16	080S			19161		OW	DRL
THREE RIVERS FED 10-30-820	10	080S		· [····	-	Federal	OW	DRL
Three Rivers Federal 9-41-820	10	080S	_	4304753556	-		OW	DRL
Three Rivers Federal 33-13-720	33	070S				Federal	OW	DRL
Three Rivers Federal 33-12-720	33	070S		4304753724		Federal	OW	DRL
Three Rivers 32-3333-720	32	070S		4304753950	19251		ow	DRL
THREE RIVERS 36-11-720	36	070S		4304751915	18355	+	ow	P
THREE RIVERS 2-11-820	2	080S	-	4304751936	18354		OW	P
THREE RIVERS 34-31-720	34	070S		4304752012	18326		OW	P
THREE RIVERS 16-42-820	16	080S		4304752012	18682	· ···	OW	P
THREE RIVERS 16-43-820	16	080S		÷	18683		 	
THREE RIVERS 16-43-820	16			4304752057	 		OW	P
		080S		4304752110	18356		OW	P
THREE RIVERS 2-51-820	2	080S	200E		18941	1	OW	P
THREE RIVERS 2-13-820	2	080S	200E	4304752687	19014	 	OW	P
THREE RIVERS 2-23-820	2	080S	200E	4304752688	19015	†	OW	P
THREE RIVERS 2-15-820	2	080S		4304752689	18770		OW	P
THREE RIVERS 36-31-720	36	070S	200E	4304752697	19086		OW	P
THREE RIVERS 32-25-720	32	070S	200E	4304752718	19033	 	OW	P
THREE RIVERS 36-23-720	36	070S	1	4304752733	18769		OW	P
THREE RIVERS 32-33-720	32	070S	200E	4304752734	19016		OW	P
THREE RIVERS 32-15-720	32	070S	200E	4304752736	18767	Fee	OW	P
THREE RIVERS 32-35-720	32	070S	200E	4304752737	18766	`	OW	P
THREE RIVERS FEDERAL 8-53-82	(8	080S	200E	4304752771	18992	Federal	OW	P
THREE RIVERS FEDERAL 3-53-82	(3	080S	200E	4304752820	19104	Federal	OW	P
THREE RIVERS FEDERAL 3-32-82	(3	080S	200E	4304752861	18942	Federal	OW	P
THREE RIVERS FEDERAL 5-56-82	(5	080S	200E	4304752862	18993	Federal	OW	P
THREE RIVERS FED 4-31-820	4	080S	200E	4304752874	19023	Federal	OW	P
THREE RIVERS 4-21-820	4	080S	200E	4304752875	19048	Federal	OW	P
THREE RIVERS FED 34-23-720	34	070S				Federal	OW	P
THREE RIVERS FED 34-33-720	34	070S		1		Federal	OW	Р
THREE RIVERS FED 10-41-820	10	080S		4304752948		+	OW	P
THREE RIVERS FED 34-15-720	34	070S		4304752965			OW	P
THREE RIVERS FED 35-32-720	35	070S		4304753005			OW	P
Three Rivers 16-23-820	16	080S		4304753231			OW	P
Three Rivers 16-24-820	16	080S		4304753232			ow	P
Three Rivers 2-33-820	2	080S		4304753232			ow	P
Three Rivers 4-33-820	4	080S		4304753528			OW	P
Three Rivers Federal 33-14-720	33	070S		4304753528			OW	P
Three Rivers Federal 4-32-820	4							ļ
		080S		4304753552			OW	P
Three Rivers Federal 33-24-720	33	070S		4304753557			OW	P
Three Rivers 32-334-720	32	070S	-	4304753710			OW	P
Three Rivers 5-31-820	32	070S		4304753711			OW	P
Three Rivers Federal 33-11-720	32	070S		4304753733			OW	P
Three Rivers 32-32-720	32	070S		4304753734			OW	P
Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	OW	P



Ultra Resources, Inc.

December 13, 2013

RECEIVED

DEC 1.6 2013

DIV. OF OIL, GAS & MINING

Division of Oil, Gas, and Mining 1594 West North Temple Salt Lake City, UT 84116 Attn: Rachel Medina

Re:

Transfer of Operator Three Rivers Project Area Uintah County, Utah

Dear Ms. Medina:

Pursuant to Purchase and Sale Agreement dated effective October 1, 2013 Ultra Resources, Inc. ("Ultra") assumed the operations of Axia Energy, LLC ("Axia") in the Three Rivers Area, Uintah County, Utah.

Accordingly, Ultra is submitting the following documents for your review and approval:

- 1) Request to Transfer Application or Permit to Drill for New, APD Approved & Drilled Wells
- 2) Request to Transfer Application or Permit to Drill APD Pending
- 3) Two Completed Sundry Notice and Reports on Wells Form 9 regarding Change of Operator executed by Ultra Resources, Inc. and Axia Energy, LLC
- 4) Statewide Surety Bond in the amount of \$120,000

As to all wells located on Fee Surface there are surface agreements in place. Ultra presently does not anticipate making any change in the drilling plans submitted by Axia.

Ultra has also submitted a Statewide Bond to the Bureau of Land Management. As soon as we receive the acknowledgement and approval by the BLM we will forward same to you for your files. A copy of our transfer letter and bond is attached for your reference.

Should you need any further information at this time, please call me direct at (303) 645-9865 or email msbalakas@ultrapetroleum.com.

zincerely,

Mary Sharon Balakas, CPL

Director of Land

cc: Cindy Turner, Axia Energy, LLC

STATE OF UTAH TMENT OF NATURAL RESOURCES

DIVISION OF OIL, GAS AND MINING	5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
SUNDRY NOTICES AND REPORTS ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill new wells, significantly deepen existing wells below current bottom-hole depth, reenter plugged wells, or to drill horizontal laterals. Use APPLICATION FOR PERMIT TO DRILL form for such proposals. 1. TYPE OF WELL	7. UNIT or CA AGREEMENT NAME:
OIL WELL GAS WELL OTHER	8. WELL NAME and NUMBER: See Attached Well List
2. NAME OF OPERATOR: Ultra Resources, Inc. N4015	9. API NUMBER:
Ultra Resources, Inc. N4045 3. ADDRESS OF OPERATOR: PHONE NUMBER:	10 EIGLD AND DOOL ON WILDOW
304 Inverness Way South CITY Englewood STATE CO ZIP 80112 (303) 645-9810	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See Attached	соинту: Uintah
QTR/QTR, SECTION, TOWNSHIP, RANGE, MERIDIAN:	STATE: UTAH
11. CHECK APPROPRIATE BOXES TO INDICATE NATURE OF NOTICE, REPOR	RT. OR OTHER DATA
TYPE OF SUBMISSION TYPE OF ACTION	, ottometeb
NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start: Approximate date work will start: CASING REPAIR Approximate date work will start: CASING REPAIR NEW CONSTRUCTION DEEPEN NEW CONSTRUCTION OPERATOR CHANGE CHANGE TO PREVIOUS PLANS CHANGE TUBING PLUG AND ABANDON CHANGE WELL NAME PRODUCTION (START/RESUME) COMMINGLE PRODUCING FORMATIONS RECLAMATION OF WELL SITE CONVERT WELL TYPE RECOMPLETE - DIFFERENT FORMATION 12. DESCRIBE PROPOSED OR COMPLETED OPERATIONS. Clearly show all pertinent details including dates, depths, volumes EFFECTIVE DATE: October 1, 2013 FROM: Axia Energy, LLC 1430 Larimer Street Suite 400 Denver, CO 80202 Bond Number: Blanket Statewide UT State/Fee Bond LPM9046682 TO:	RECEIVED
Ultra Resources, Inc. 304 Inverness Way South Englewood, CO 80112 Bond Number:	DEC 1 6 2013 DIV. OF OIL, GAS & MINIMO
his space for State use only)	104FD

JAN 16 2013

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOUR	CES EFFECTIVE 10-01-2013												
	Axia Well Name									State	Actual	Γ	Date
State Well Name	(for database sort	1					Mineral	Surface	Well	Well	Status @		Apprvd
List downloaded 12-10-13	and consistency)	Sec	TWN	RNG	API Number	Entity	Lease	Lease	Туре	Status	12/12/13	Submitted	DOGM
THREE RIVERS 2-11-820	Three Rivers 02-11-820	2	0805	200E	4304751936	18354	State	State	ow	Р	Р		
THREE RIVERS 2-13-820	Three Rivers 02-13-820		0805	200E	4304752687			State	ow	DRL	Р		08/27/1
THREE RIVERS 2-15-820	Three Rivers 02-15-820		0805	200E	4304752689		State	State	ow	Р	Р		
Three Rivers 2-21-820	Three Rivers 02-21-820	_	0805	200E	4304753947		State	State	ow	APD	APRVD		10/15/1
Three Rivers 2-223-820	Three Rivers 02-223-820		0805	200E	4304753946		State	<u>State</u>	ow	APD	APRVD		10/15/1
Three Rivers 2-22-820	Three Rivers 02-22-820	-	0805	200E	4304753948		State	State	ow	APD	APRVD		10/15/1
THREE RIVERS 2-23-820	Three Rivers 02-23-820		0805	200E	4304752688	19015		State	ow	DRL	Р		08/27/1
Three Rivers 2-24-820	Three Rivers 02-24-820	_	0805	200E	4304753945		State	State	ow	APD	APRVD		10/15/1
THREE RIVERS 2-25-820	Three Rivers 02-25-820	_	0805	200E	4304752690		State	State	ow	APD	APRVD		08/27/1
Three Rivers 2-32-820	Three Rivers 02-32-820	_	0805	200E	4304753274		State	State	ow	APD	APRVD		12/11/1
Three Rivers 2-33-820	Three Rivers 02-33-820	_	0805	200E	4304753273	-		State	ow	Р	Р	1 1 2 41	
THREE RIVERS 2-41-820 THREE RIVERS 2-51-820	Three Rivers 02-41-820	1	0805	200E	4304752686		State	State	ow	APD	APRVD		08/27/1
	Three Rivers 02-51-820	$\overline{}$	0805	200E	4304752685	18941		State	ow	P	Р	\ ;	
Three Rivers 4-13-820	Three Rivers 04-13-820		0805	200E	4304753956	10100	Fee	Federal	ow	APD	PERPEND	08/19/13	
THREE RIVERS 4-14-820 Three Rivers 4-33-820	Three Rivers 04-14-820	_	2080	200E	4304752863	_	Fee	Federal	low	DRL	Р		
Three Rivers 5-31-820	Three Rivers 04-33-820	-	0805	200E	4304753528			Fee	ow	DRL	Р		
Three Rivers 7-12-821	Three Rivers 05-31-820	-	0705	200E	4304753711	19068		Fee	ow	DRL	Р		
Three Rivers 7-21-821	Three Rivers 07-12-821	_	0805	210E	4304753562		Fee	Fee	ow	APD	PERPEND	04/15/13	
Three Rivers 7-22-821	Three Rivers 07-21-821 Three Rivers 07-22-821	_	0805	210E	4304753560	-	Fee	Fee	ow	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-23-821	-	080S 080S	210E	4304753561		Fee	Fee	ow	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-23-821	_	0805	210E	4304753559 4304753558	_	Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 16-11-820	Three Rivers 16-11-820	_	0805	210E 200E			Fee	Fee	OW	APD	PERPEND	04/15/13	00/
Three Rivers 16-12-820	Three Rivers 16-12-820		0805	200E	4304753474 4304753475			State	ow	DRL	SCS		03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	-		200E	4304753229			State State	 -	DRL DRL	SCS P		03/12/1
Three Rivers 16-22-820	Three Rivers 16-22-820	_		200E	4304753229			State	ow	DRL	P		12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820			200E	4304753230			State	_	DRL	P		12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820		-	200E	4304753232			State	-	P	P	14 14 14	12/11/1
Three Rivers 16-31-820	Three Rivers 16-31-820			200E	4304753495		State	State		APD	ccs		02/12/11
Three Rivers 16-32-820	Three Rivers 16-32-820		_	200E	4304753494			State		DRL			03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820		_	200E	4304753496			State	-	DRL	woc woc		03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	_	0805	200E	4304753472		State	State		APD	CCS		03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	_	-	200E	4304752110			State		P	p p		03/12/13
THREE RIVERS 16-42-820	Three Rivers 16-42-820	_		200E	4304752056	ightharpoonup		State	ow	D	P P		
THREE RIVERS 16-43-820	Three Rivers 16-43-820	_	_	200E	4304752057			State	-	P	P P		10 A A A A A A A A A A A A A A A A A A A
Three Rivers 16-44-820	Three Rivers 16-44-820			200E	4304753473		State	State		APD	ccs		03/12/13
Three Rivers 18-21-821	Three Rivers 18-21-821	 	_	210E	4304753276			Fee	-	APD	PERPEND	12/17/12	03/12/13
Three Rivers 18-22-821	Three Rivers 18-22-821		-	210E	4304753620		Fee	Fee			PERPEND	04/15/13	
Three Rivers 18-31-821	Three Rivers 18-31-821			210E	4304753277		Fee	Fee			PERPEND	12/19/12	
Three Rivers 18-32-821	Three Rivers 18-32-821			210E	4304753621			Fee			PERPEND	04/15/13	
Three Rivers 27-34-720	Three Rivers 27-34-720		$\overline{}$	200E	4304753278			Fee			PERPEND	12/19/12	
THREE RIVERS 32-15-720	Three Rivers 32-15-720		$\overline{}$	200E	4304752736			Fee		P P	P	12/13/12	
THREE RIVERS 32-25-720	Three Rivers 32-25-720	-		200E	4304752718			Fee			P		
Three Rivers 32-32-720	Three Rivers 32-32-720			200E	4304753734				-	DRL	P		06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	_		200E	4304753950	\rightarrow		Fee	_		scs	110	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32 (705	200E	4304753735				_		P		06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32 (705	200E	4304753710			Fee			P		05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32 (705	200E	4304752734	19016	Fee	Fee	_	DRL	P		08/29/12
HREE RIVERS 32-34-720	Three Rivers 32-34-720		705		4304752735				_		DRLG		08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	32 0	705	200E	4304752737	18766	Fee	Fee		P	P	1000	55,05,55
Three Rivers 32-42-720	Three Rivers 32-42-720	32 (70S	200E	4304753949	1	Fee	Fee	ow .	APD	APRVD	7.5	10/15/13
HREE RIVERS 34-31-720	Three Rivers 34-31-720	34 (705	200E	4304752012	18326	Fee	Fee	ow	Р	P	Para National	
hree Rivers 34-31T-720	Three Rivers 34-31T-720	34 (705	200E	4304753281	-	Fee	Fee	ow .	APD .	APRVD	entre de la companie	12/11/12
HREE RIVERS 36-11-720	Three Rivers 36-11-720	36 0	705	200E	4304751915	18355	State	State	ow	Р	P	u 11 yr 1214gy	100
HREE RIVERS 36-13-720	Three Rivers 36-13-720	36 0	70S	200E	4304752699	9	State	State	ow ,	APD ,	APRVD	, 15 mm - 5	08/29/12
HREE RIVERS 36-21-720	Three Rivers 36-21-720	360	70S	200E	4304752698	19	State	State	ow /	APD ,	APRVD	1.141.4	08/29/12
HREE RIVERS 36-23-720	Three Rivers 36-23-720	360	705	200E	4304752733	18769	State	State	ow	P	P	3. 2. 2. 3.	1. 19.
HREE RIVERS 36-31-720	Three Rivers 36-31-720	360	705	200E	4304752697	19086	State	State	ow	DRL I	P	475 4.	08/29/12
hree Rivers D	Three Rivers D	160	80S 2	200E	4304753702						APRVD		07/15/13
HREE RIVERS FED 3-11-820	Three Rivers Fed 03-11-820	34 0	70S 2		4304752950	19184					woc	1 11 11 11	02/22/13
hree Rivers Federal 3-12-820	Three Rivers Fed 03-12-820	4 0	80S 2		4304753914						APRVD	11,741	08/01/13
hree Rivers Federal 3-13-820	Three Rivers Fed 03-13-820	3 0			4304753951	$\overline{}$					PERPEND	08/12/13	-3,01,13
hree Rivers Federal 3-14-820	Three Rivers Fed 03-14-820				4304753952	_			\rightarrow		PERPEND	08/12/13	
hree Rivers Federal 3-23-820	Three Rivers Fed 03-23-820			_	4304753953						PERPEND	08/12/13	7 1 NA
	Three Rivers Fed 03-24-820				4304753954						PERPEND	08/12/13	
	Three Rivers Fed 03-32-820	$\overline{}$			4304752861					· F	,	08/12/13	
	Three Rivers Fed 03-33-820	$\overline{}$		$\overline{}$	4304752864						APRVD		12/24/12
										- 1			,,
	Three Rivers Fed 03-53-820	3 0	80S 2	200E	4304752820	19104 F	ederal I	Federal	ow [ORL F	,		12/24/12

Page 1 of 2 12/11/2013 2:02 PM

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR

AXIA ENERGY TO ULTRA RESOURCE	ES EFFECTIVE 10-01-2013												
	Axia Well Name	7			l i	T			T	State	Actual		Date
State Well Name	(for database sort		•				Mineral	Surface	Well	Well	Status @		Apprvd
List downloaded 12-10-13	and consistency)	Sec	TWN	RNG	API Number	Entity	Lease	Lease	Туре	Status	12/12/13	Submitted	DOGM
THREE RIVERS 4-21-820	Three Rivers Fed 04-21-820	4	0805	200E	4304752875	19048	Federal	Fee	low	DRL	ρ		02/22/13
THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	0805	200E	4304752874		Federal	Fee	low	DRL	Ρ	 	02/22/13
Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	0805	200E	4304753552	19168	Federal	Fee	ow	DRL	P		08/26/13
Three Rivers Federal 4-41-820	Three Rivers Fed 04-41-820	4	080\$	200E	4304753911		Federal	Federal	ow	APD	APRVD		08/01/13
Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	0805	200E	4304753913		Federal	Federal	ow	APD	APRVD		08/01/13
Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	_	0805	200E	4304754204	_	Federal	Federal	ow	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	0805	200E	4304754205		Federal	Federal	ow	NEW	PERPEND	12/03/13	
Three Rivers Federal 5-42-820	Three Rivers Fed 05-42-820	5	0805	200E	4304753958		Federal	Federal	ow	APD	PERPEND	08/19/13	
Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	_	0805	200E	4304753957		Federal	Federal	ow	APD	PERPEND	08/19/13	
THREE RIVERS FEDERAL 5-56-820	Three Rivers Fed 05-56-820	5	080S	200E	4304752862	18993		Federal	ow	P	P	00/13/13/	
THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	080S	200E	4304752770			Federal	ow	DRL	P		02/22/13
THREE RIVERS FEDERAL 8-53-820	Three Rivers Fed 08-53-820	-	0805	200E	4304752771		Federal	Federal	ow	P	P		02/22/13
Three Rivers Federal 9-41-820	Three Rivers Fed 09-41-820	1 -	0805	200E	4304753556		Federal	Federal	ow	DRL	P		08/20/13
THREE RIVERS FED 10-30-820	Three Rivers Fed 10-30-820	_	0805	200E	4304753555			Federal	ow	DRL	P		08/20/13
Three Rivers Federal 10-31-820	Three Rivers Fed 10-31-820		0805	200E	4304753437	13103	Federal	Federal	ow	APD	ccs		08/21/13
Three Rivers Federal 10-32-820	Three Rivers Fed 10-32-820		0805	200E	4304753415	-	Federal	Federal	ow	APD	ccs		08/21/13
THREE RIVERS FED 10-41-820	Three Rivers Fed 10-41-820		0805	200E	4304752948	19137		Federal		DRL	P		02/22/13
THREE RIVERS FED 10-42-820	Three Rivers Fed 10-42-820	_	0805	200E	4304752949	13137	Federal	Federal	ow	APD	APRVD		02/22/13
Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	_	070S	200E	4304753733	19109		Fee	ow	DRL	P		07/17/13
Three Rivers Federal 33-12-720	Three Rivers Fed 33-12-720	_	070S	200E	4304753724			Fee		DRL	woc		09/16/13
Three Rivers Federal 33-13-720	Three Rivers Fed 33-13-720		0705	200E	4304753723		Federal			DRL	woc		09/16/13
Three Rivers Federal 33-14-720	Three Rivers Fed 33-14-720	-	070S	200E	4304753551					DRL	P		09/16/13
Three Rivers Federal 33-24-720	Three Rivers Fed 33-24-720	-	070S	200E	4304753557	$\overline{}$	Federal			DRL	P		07/09/13
THREE RIVERS FED 34-15-720	Three Rivers Fed 34-15-720		070S	200E	4304752965					P	P	2,787	07/03/13
THREE RIVERS FED 34-23-720	Three Rivers Fed 34-23-720	_	0705	200E	4304752945		Federal			DRL	P		02/12/13
Three Rivers Federal 34-25-720	Three Rivers Fed 34-25-720	_	0705	200E	4304753283				_	APD	APRVD	3 3 3 3 3	06/10/13
THREE RIVERS FED 34-33-720	Three Rivers Fed 34-33-720	-	0705	200E	4304752947				_	DRL	P	9 1 20 11	
Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	-	0705	200E	4304753282					APD	APRVD		02/22/13
Three Rivers Federal 34-42-720	Three Rivers Fed 34-42-720			200E	4304753915		Federal		• • •	APD	APRVD		06/10/13
Three Rivers Federal 34-43-720	Three Rivers Fed 34-43-720			200E	4304753916		Federal				APRVD		08/01/13
Three Rivers Federal 35-11-720	Three Rivers Fed 35-11-720	_		200E	4304753914		Federal			APD	PERPEND	07/25/42	08/01/13
Three Rivers Federal 35-12-720	Three Rivers Fed 35-12-720	_		200E	4304753917		Federal		$\overline{}$	APD	APRVD	07/25/13	00/04/43
Three Rivers Federal 35-13-720	Three Rivers Fed 35-13-720		_	200E	4304753554		Federal			APD			08/01/13
Three Rivers Federal 35-14-720	Three Rivers Fed 35-14-720			200E	4304753553		Federal			APD	APRVD		08/20/13
Three Rivers Federal 35-21-720	Three Rivers Fed 35-21-720		$\overline{}$	200E	4304753553		Federal			APD APD	APRVD		08/22/13
THREE RIVERS FED 35-32-720	Three Rivers Fed 35-32-720	\longrightarrow		200E	4304753945						PERPEND APRVD	07/25/13	02/22/42
THREE RIVERS FED 35-34-720	Three Rivers Fed 35-34-720	-		200E	4304753005								02/22/13
THREE RIVERS FED 35-42-720	Three Rivers Fed 35-34-720	_		200E	4304753006						APRVD	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	02/22/13
Three Rivers Federal 35-43-720	Three Rivers Fed 35-43-720	-		_				<u> </u>			APRVD		02/22/13
Three Rivers Federal 35-442-720	Three Rivers Fed 35-442-720			200E	4304753918				\longrightarrow		APRVD		08/01/13
THREE RIVERS FED 35-44-720	Three Rivers Fed 35-442-720		_	200E	4304753919				$\overline{}$		APRVD		08/01/13
Three Rivers Fed 03-34-820			_	200E	4304753008		Federal	Federal			APRVD		02/22/13
Three Rivers Fed 03-44-820	Three Rivers Fed 03-34-820		\rightarrow	200E			Federal				SUB	12/10/13	
Three Rivers Fed 03-44-820 Three Rivers Fed 08-31-820	Three Rivers Fed 03-44-820		\rightarrow	200E			Federal		 +		SUB	12/10/13	
Three Rivers Fed 08-41-820	Three Rivers Fed 08-31-820	-		200E		-	Federal				SUB	12/07/13	
1111 EE VINEL2 LEG 00-41-950	Three Rivers Fed 08-41-820	910	080S	200E	1		Federal			NA	SUB	12/07/13	

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STATE OF UTAH

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OU. CAS AND MINING

	DIVISION OF OIL, GAS AND MI	NING	5. LEASE DESIGNATION AND SERIAL NUMBER: See Attached Well List
SUNDR	Y NOTICES AND REPORTS	S ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
Do not use this form for proposals to drill drill horizonta	I new wells, significantly deepen existing wells below cun I laterals. Use APPLICATION FOR PERMIT TO DRILL fo	rent bottom-hole depth, reenter plugged wells, or to orm for such proposals.	7. UNIT or CA AGREEMENT NAME:
TYPE OF WELL OIL WEL	L 🔽 GAS WELL 🗌 OTHER _		8. WELL NAME and NUMBER: See Attached Well List
2. NAME OF OPERATOR: Axia Energy, LLC			9. API NUMBER:
3. ADDRESS OF OPERATOR: 1430 Larimer Street, Ste 400 C	TTY Denver STATE CO ZIP	80202 PHONE NUMBER: (720) 746-5200	10. FIELD AND POOL, OR WILDCAT:
4. LOCATION OF WELL FOOTAGES AT SURFACE: See			Lintoh
			соинту: Uintah
QTR/QTR, SECTION, TOWNSHIP, RA	NGE, MERIDIAN:		STATE: UTAH
11. CHECK APP	PROPRIATE BOXES TO INDICAT	E NATURE OF NOTICE, REPO	RT, OR OTHER DATA
TYPE OF SUBMISSION		TYPE OF ACTION	
NOTICE OF INTENT (Submit in Duplicate) Approximate date work will start:	ACIDIZE ALTER CASING CASING REPAIR	DEEPEN FRACTURE TREAT NEW CONSTRUCTION .	REPERFORATE CURRENT FORMATION SIDETRACK TO REPAIR WELL TEMPORARILY ABANDON
10/1/2013	CHANGE TO PREVIOUS PLANS	OPERATOR CHANGE	TUBING REPAIR
	CHANGE TUBING	PLUG AND ABANDON	VENT OR FLARE
SUBSEQUENT REPORT (Submit Original Form Only)	CHANGE WELL NAME	PLUG BACK	WATER DISPOSAL
Date of work completion:	CHANGE WELL STATUS	PRODUCTION (START/RESUME)	WATER SHUT-OFF
	COMMINGLE PRODUCING FORMATIONS	RECLAMATION OF WELL SITE	OTHER:
	CONVERT WELL TYPE	RECOMPLETE - DIFFERENT FORMATION	
EFFECTIVE DATE: Octo FROM: Axia Energy, LLC 1430 Larimer Street Suite 400 Denver, CO 80202 Bond Number: Blanket S TO: Ultra Resources, Inc. 304 Inverness Way South Englewood, CO 80112 Bond Number: DGG	tatewide UT State/Fee Bond LPM	9046682	DEC 1 6 2013 DIV. OF OIL, GAS & MINING or the operations conducted on the
Daniel G	Blanchard	TITLE President	
(D) A	Bl. 1 ()	TITLE FIESIDEIL	
SIGNATURE	- saverais	DATE	
This space for State use only)		AP	

APPROVED

JAN 16 2013

ATTACHMENT TO FORM 9 CHANGE OF OPERATOR AXIA ENERGY TO ULTRA RESOURCES EFFECTIVE 10-01-2013

AXIA ENERGY TO ULTRA RESOURCE	CES EFFECTIVE 10-01-2013												
	Axia Well Name	T		T					T	State	Actual		Date
State Well Name	(for database sort	ł					Mineral	Surface	Well	Well	Status @		Apprvd
List downloaded 12-10-13	and consistency)		TWN	-		Entity		Lease	Type		12/12/13	Submitted	DOGM
THREE RIVERS 2-11-820 THREE RIVERS 2-13-820	Three Rivers 02-11-820 Three Rivers 02-13-820		0805	200E	4304751936	-	+	State	ow	P	P	1	
THREE RIVERS 2-15-820	Three Rivers 02-13-820 Three Rivers 02-15-820	+	0805	200E	4304752687 4304752689		+	State	low	DRL	Ρ	3	08/27/17
Three Rivers 2-21-820	Three Rivers 02-21-820		0805	200E	4304753947	18//0	State	State State	low	P APD	APRVD	3	10/15/1
Three Rivers 2-223-820	Three Rivers 02-223-820		0805	200E	4304753946		State	State	ow	APD	APRVD	4	10/15/13
Three Rivers 2-22-820	Three Rivers 02-22-820		0805	200E	4304753948		State	State	ow	APD	APRVD	3	10/15/13
THREE RIVERS 2-23-820	Three Rivers 02-23-820	-+	0805	200E	4304752688			State	ow	DRL	P		08/27/12
Three Rivers 2-24-820	Three Rivers 02-24-820	_	0805	200E	4304753945		State	State	ow	APD	APRVD	8	10/15/13
THREE RIVERS 2-25-820	Three Rivers 02-25-820	2	0805	200E	4304752690		State	State	ow	APD	APRVD	64	08/27/12
Three Rivers 2-32-820	Three Rivers 02-32-820	2	0805	200E	4304753274		State	State	ow	APD	APRVD	10	12/11/12
Three Rivers 2-33-820	Three Rivers 02-33-820	2	080S	200E	4304753273	18943	State	State	ow	Р	Р	i	
THREE RIVERS 2-41-820	Three Rivers 02-41-820	2	080S	200E	4304752686		State	State	ow	APD	APRVD	a	08/27/12
THREE RIVERS 2-51-820	Three Rivers 02-51-820	2	0805	200E	4304752685	18941	State	State	ow	Р	Р	3	
Three Rivers 4-13-820	Three Rivers 04-13-820		080S	200E	4304753956		Fee	Federal	ow	APD	PERPEND	08/19/13	1.0
THREE RIVERS 4-14-820	Three Rivers 04-14-820		0805	200E	4304752863			Federal	ow	DRL	Р	3	
Three Rivers 4-33-820	Three Rivers 04-33-820	$\overline{}$	0805	200E	4304753528			Fee	ow	DRL	Р	ا ما	
Three Rivers 5-31-820	Three Rivers 05-31-820		0705	200E	4304753711	19068		Fee	low	DRL	Р		
Three Rivers 7-12-821	Three Rivers 07-12-821		0805	210E	4304753562		Fee	Fee	OW	APD	PERPEND	04/15/13	~
Three Rivers 7-21-821 Three Rivers 7-22-821	Three Rivers 07-21-821	_	0805	210E	4304753560		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-23-821	Three Rivers 07-22-821 Three Rivers 07-23-821	$\overline{}$	080S 080S	210E 210E	4304753561		Fee	Fee	OW	APD	PERPEND	04/15/13	
Three Rivers 7-34-821	Three Rivers 07-23-821 Three Rivers 07-34-821	_	0805	210E	4304753559 4304753558		Fee Fee	Fee Fee	ow	APD APD	PERPEND PERPEND	04/15/13	<u>, 7</u>
Three Rivers 16-11-820	Three Rivers 16-11-820	_	0805	200E	4304753474			State	low	DRL	SCS	04/15/13	
Three Rivers 16-12-820	Three Rivers 16-12-820	_	0805	200E	4304753475			State	low	DRL	SCS	- 3	03/12/13 03/12/13
Three Rivers 16-21-820	Three Rivers 16-21-820	_	0805	200E	4304753229			State	low	DRL	P P	5	12/11/12
Three Rivers 16-22-820	Three Rivers 16-22-820	_	0805	200E	4304753230			State	ow	DRL	P	4	12/11/12
Three Rivers 16-23-820	Three Rivers 16-23-820	_	0805	200E	4304753231			State	_	DRL	P	7	12/11/12
Three Rivers 16-24-820	Three Rivers 16-24-820	_	080S	200E	4304753232			State	ow	P	Р	8	1-, 11, 12
Three Rivers 16-31-820	Three Rivers 16-31-820	16	080S	200E	4304753495		State	State	ow	APD	CCS	á	03/12/13
Three Rivers 16-32-820	Three Rivers 16-32-820	16	0805	200E	4304753494	19185	State	State	OW	DRL	woc	30	03/12/13
Three Rivers 16-33-820	Three Rivers 16-33-820	16	080S	200E	4304753496	19161	State	State	ow	DRL	woc	1	03/12/13
Three Rivers 16-34-820	Three Rivers 16-34-820	16	0805	200E	4304753472		State	State	ow	APD	ccs	2	03/12/13
THREE RIVERS 16-41-820	Three Rivers 16-41-820	+		200E	4304752110			State	ow	Р	Ρ	3	
THREE RIVERS 16-42-820	Three Rivers 16-42-820	+ -	080S	200E	4304752056			State	ow	Р	Р	4	12 325
THREE RIVERS 16-43-820	Three Rivers 16-43-820	_		200E	4304752057			State	_	Р	Р		
Three Rivers 16-44-820	Three Rivers 16-44-820	+ +	0805	200E	4304753473	-	State	State		APD	ccs	<u>6</u>	03/12/13
Three Rivers 18-21-821 Three Rivers 18-22-821	Three Rivers 18-21-821	+	0805	210E	4304753276		Fee	Fee			PERPEND	12/17/12	<u> </u>
Three Rivers 18-31-821	Three Rivers 18-22-821 Three Rivers 18-31-821		080S 080S	210E 210E	4304753620			Fee	_		PERPEND	04/15/13	<u> </u>
Three Rivers 18-32-821	Three Rivers 18-32-821		0805	210E	4304753277 4304753621			Fee		_	PERPEND	12/19/12	9
Three Rivers 27-34-720	Three Rivers 27-34-720	+	070S	200E	4304753278			Fee Fee			PERPEND PERPEND	04/15/13	40_
THREE RIVERS 32-15-720	Three Rivers 32-15-720	+	070S	200E	4304752736			Fee			PERPEND	12/19/12	1
THREE RIVERS 32-25-720	Three Rivers 32-25-720	+		200E	4304752718		$\overline{}$	Fee			P	+	
Three Rivers 32-32-720	Three Rivers 32-32-720	-	_	200E	4304753734			Fee	_		P	- 31	06/12/13
Three Rivers 32-3333-720	Three Rivers 32-3333-720	-		200E	4304753950			Fee			scs	4	10/15/13
Three Rivers 32-333-720	Three Rivers 32-333-720	32	070S	200E	4304753735	19088	Fee	Fee			Р	4	06/12/13
Three Rivers 32-334-720	Three Rivers 32-334-720	32	0705	200E	4304753710			Fee	ow	DRL	Р	7	05/22/13
THREE RIVERS 32-33-720	Three Rivers 32-33-720	32	070S	200E	4304752734	19016	Fee	Fee	ow	DRL	Р	8	08/29/12
	Three Rivers 32-34-720		070S	200E	4304752735	19249	Fee	Fee	ow	DRL	DRLG	9	08/29/12
THREE RIVERS 32-35-720	Three Rivers 32-35-720	+ ++		200E	4304752737	18766	Fee			Р	Р	30	
Three Rivers 32-42-720	Three Rivers 32-42-720			200E	4304753949						APRVD		10/15/13
THREE RIVERS 34-31-720	Three Rivers 34-31-720			200E	4304752012	_				Р	Р .	2	91.54.254
Three Rivers 34-31T-720 THREE RIVERS 36-11-720	Three Rivers 34-31T-720			200E	4304753281						APRVD	3	12/11/12
THREE RIVERS 36-13-720	Three Rivers 36-11-720			200E	4304751915					` —	P		
THREE RIVERS 36-21-720	Three Rivers 36-13-720 Three Rivers 36-21-720		_	200E	4304752699 4304752698			-			APRVD	5	08/29/12
THREE RIVERS 36-23-720	Three Rivers 36-23-720			200E 200E	4304752733				ow .	APD .	APRVD	- 6	08/29/12
THREE RIVERS 36-31-720	Three Rivers 36-31-720	-		200E	4304752697					DRL	P	7	00/20/12
Three Rivers D	Three Rivers D	-			4304753702						APRVD	8	08/29/12 07/15/13
	Three Rivers Fed 03-11-820				4304752950						WOC	60	02/22/13
	Three Rivers Fed 03-12-820				4304753914				_		APRVD	- 40	08/01/13
	Three Rivers Fed 03-13-820			_	4304753951						PERPEND	08/12/13	2
	Three Rivers Fed 03-14-820	-			4304753952				-		PERPEND	08/12/13	3
	Three Rivers Fed 03-23-820	-			4304753953				-		PERPEND	08/12/13	
Three Rivers Federal 3-24-820	Three Rivers Fed 03-24-820	3 (080S	$\overline{}$	4304753954						PERPEND	08/12/13	4 5
					4204753054	10043				5			6
THREE RIVERS FEDERAL 3-32-820	Three Rivers Fed 03-32-820	3 (2080	200E	4304752861	10942]	euerai ji	reuerar 1	OVV I				FID
THREE RIVERS FEDERAL 3-32-820 THREE RIVERS FEDERAL 3-33-820	Three Rivers Fed 03-33-820	3 (080S	200E	4304752864		ederal i			——+:	APRVD	7	12/24/12
THREE RIVERS FEDERAL 3-32-820 THREE RIVERS FEDERAL 3-33-820 THREE RIVERS FEDERAL 3-53-820		3 (080S 080S	200E 200E		19104 F	ederal I	Federal	ow /	——+:	APRVD		

List downloaded 12-10-13	ATTACHMENT TO FORM 9 CHANG	SE OF OPERATOR												
State Well Name man	AXIA ENERGY TO ULTRA RESOURCE	ES EFFECTIVE 10-01-2013												
Interest Company Com		Axia Well Name	Т		Γ		T	T	T		State	Actual		Date
List downloaded 12-10-13	State Well Name	(for database sort		1		[Mineral	Surface	Well	Well	Status @		Apprvd
Three Rivers 6 04-21-820	List downloaded 12-10-13	and consistency)	Sec	TWN	RNG	API Number	Entity	Lease	Lease	Type	Status	12/12/13	Submitted	DOGM
Three Rivers Federal 4-32-820 Three Rivers Fed 04-31-820 4 (3085) 2006 4 (304759521) 30497495521 3049749521	THREE RIVERS 4-21-820		4	0805	200E	4304752875	19048	Federal	Fee		DRL	Р		02/22/1
Three Rivers Federal 4-3-820 Three Rivers Fed 04-3-820 4 0805 200E 4304753913 Federal Federal OW APD APRVD 3 08/10	THREE RIVERS FED 4-31-820	Three Rivers Fed 04-31-820	4	0805	200E	4304752874	19023	Federal	Fee	ow	DRL	Р		02/22/1
Three Rivers Federal 4.4-3.20	Three Rivers Federal 4-32-820	Three Rivers Fed 04-32-820	4	0805	200E	4304753552	19168	Federal	Fee	ow	DRL	Р	2	08/26/1
Three Rivers Federal 4-2-820	Three Rivers Federal 4-41-820		4	0805	200E				+	ow		APRVD	7	08/01/1
Three Rivers Federal 5-11-820	Three Rivers Federal 4-42-820	Three Rivers Fed 04-42-820	4	0805	200E							+	11	08/01/1
Three Rivers Federal 5-14-32.0 Three Rivers Fed 05-14-32.0 5 0805 2006 4304753958 Federal Federal OW APD PERPEND 08/13/13 Charles Rivers Federal 5-43-32.0 Three Rivers Fed 05-43-82.0 5 0805 2006 4304753959 Federal Federal OW APD PERPEND 08/13/13 Charles Rivers Federal 5-43-82.0 Three Rivers Fed 05-54-82.0 5 0805 2006 4304753959 Federal OW APD PERPEND 08/13/13 Charles Rivers Federal 5-43-82.0 Three Rivers Fed 05-54-82.0 5 0805 2006 4304752797 1955 Federal OW APD PERPEND 08/13/13 Charles Rivers Federal 8-14-82.0 Three Rivers Fed 08-52-82.0 8 0805 2006 4304752797 1955 Federal OW P P OV	Three Rivers Federal 5-11-820	Three Rivers Fed 05-11-820	5	0805	200E					ow			12/03/13	
Three Rivers Federal 3-43-20	Three Rivers Federal 5-21-820	Three Rivers Fed 05-21-820	5	080\$	200E				+			+		
Three Rivers Feddral 3-43-820	Three Rivers Federal 5-42-820		+		200E	4304753958			· · · · · · · · · · · · · · · · · · ·	ow				
HHEER RIVERS FEDERAL 8-55-8-20	Three Rivers Federal 5-43-820	Three Rivers Fed 05-43-820	5	0805	200E							, 		
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HHBER RIVERS FED DAL 8-53-820	THREE RIVERS FEDERAL 8-52-820	Three Rivers Fed 08-52-820	8	0805	200E			 	}	<u> </u>	DRL	P		02/22/1
Three Rivers Federal 94-18-20					_				 	_			30	02,22,1
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Three Rivers Federal 33-12-720	Three Rivers Federal 33-11-720	Three Rivers Fed 33-11-720	32	0705	200E		19109						•	07/17/1
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Three Rivers Federal 34-42-720	Three Rivers Federal 34-35-720	Three Rivers Fed 34-35-720	34	0705	200E	4304753282						APRVD	7	06/10/1
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WELI	COMPLE	TION OR I	RECOMP	LETION	N RE	POR	T AND	LOG		6. IF IN	DIAN, A	LLOTTEE OR TR	IBE NAME
1a. TYPE OF WELL:		OIL VELL	GAS U	DRY]	OTHE	₹			7. UNIT	or CA	AGREEMENT NA	ME
b. TYPE OF WORK	HORIZ LATS	DEEP-	RE- ENTRY	DIFF. RESVR.]	OTHE	₹					and NUMBER	3-53-820
2 NAME OF OPERA Axia Energ										9 APIN		R 52820	
3. ADDRESS OF OP	ERATOR: er St. Ste 400	CITY Denver	STAT	e CO zi	P 8020	02		NUMBER: 0) 746-5	200		D AND I	POOL, OR WILDO	CAT
	NESE 2112'	FSL & 1320'		TECL 9	2007!	FFI	· ·			11. QTF MEI		SECTION, TOWN	
		ORTED BELOW: 19		FSL & 2	20071	FEL				12. COI	UNTY NTAH		13. STATE UTAH
14. DATE SPUDDED 7/9/2013		ET.D. REACHED: 1/2013	16, DATE COMP 9/28/201		ABA	IANDONE	□ □	READY TO F	RODUC	E 🗸		ATIONS (DF, RKE	
18. TOTAL DEPTH	MD 7,070 TVD 6,994	19. PLUG	BACK T.D.: MD	6,999 6,924		20. IF MI	JLTIPLE CO	OMPLETIONS	, HOW N	IANY? * 21.		H BRIDGE ME IG SET:	
22. TYPE ELECTRIC SD-DSN-AC	TR, Mud Log		(Submit copy of eac	ch)		- 1	23. WAS WEL WAS DST DIRECTION		7	NO √ NO √] YI	ES (Sub	mit analysis) mit report) mit copy)
24. CASING AND LI	NER RECORD (Repo	rt all strings set in v	/ell)	,									
HOLE SIZE	SIZE/GRADE	WEIGHT (#/ft.)	TOP (MD)	воттом	(MD) S	STAGE CE DEP		CEMENT TO		SLURRY VOLUME (E		CEMENT TOP *	AMOUNT PULLED
26 12-1/4	16 8-5/8 J -55	24	0	120 960	-			G G	450 605	92 124		0 0 CIR	
7-3/4	5-1/2 J-55	17	0	7,04	_			G	500	249		954 CBL	
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25. TUBING RECOR				- 1			T				1		I
2-7/8	4,597	PACKER SET (MD) SIZ	E	DEPTH SI	ET (MD)	PACKE	R SET (MD)		SIZE	DE	PTH SET (MD)	PACKER SET (MD)
26. PRODUCING IN	TERVALS					2	7. PERFO	RATION REC	ORD				
FORMATION					воттом (L (Top/Bot - N	10.0	_). HOLE		RATION STATUS
(A) Green Riv	er 2	2,871 6,	740 2.	.833	6,66	55	5,014	6,	701	.35	177	Open 🗸	Squeezed
(B)						_					-	Open	Squeezed
(C)									- 6			Open	Squeezed
(D)					· · · · · · · · · · · · · · · · · · ·							Open	Squeezed
28. ACID, FRACTUR	RE, TREATMENT, CE												
WAS WELL H	YDRAULICALLY FRA	CTURED? YES	V NO .	IF YES —	DATE FRA	ACTURED	9/23/	2013					
DEPTH IN	NTERVAL					AMOU	NT AND TY	PE OF MATE	RIAL				
5014' TO 67	01'	Green Riv	<u>ver Hybrid F</u>	rac - 25	,656 b	bls slu	ırry, 1,0	37,767	gal flu	uid, 936,	265#	# 20/40 Pre	mium White
29. ENCLOSED ATT	ACHMENTS:											30. WFI	.L STATUS:
ELECT	RICAL/MECHANICAL	LOGS GGING AND CEMEN	T VERIFICATION		OLOGIC ORE ANAL	REPORT LYSIS		OST REPORT	W	2			Prod

(CONTINUED ON BACK)

31. INITIAL PRODUCTION INTERVAL A (As shown in item #26) GAS - MCF DATE FIRST PRODUCED: TEST DATE: HOURS TESTED TEST PRODUCTION OIL - BBL WATER - BBL: RATES: 50 206 54 9/28/2013 10/30/2013 24 WATER - BBL CHOKE SIZE: TBG PRESS CSG PRESS API GRAVITY BTU - GAS GAS/OIL RATIO 24 HR PRODUCTION OIL - BBL: GAS - MCF 29.00 RATES: 206 50 54 40 38 38 243 INTERVAL B (As shown in item #26) TEST DATE: HOURS TESTED TEST PRODUCTION OIL - BBL GAS - MCF WATER - BBL DATE FIRST PRODUCED RATES CHOKE SIZE TBG, PRESS. CSG. PRESS. API GRAVITY BTU - GAS GAS/OIL RATIO 24 HR PRODUCTION OIL - BBL GAS - MCF WATER - BBL RATES: INTERVAL C (As shown in item #26) DATE FIRST PRODUCED TEST DATE HOURS TESTED TEST PRODUCTION GAS - MCF WATER - BBU OIL - BBL RATES: CHOKE SIZE TBG, PRESS. CSG. PRESS. API GRAVITY BTU - GAS GAS/OIL RATIO 24 HR PRODUCTION OIL - BBL GAS - MCF WATER - BBL RATES INTERVAL D (As shown in item #26) DATE FIRST PRODUCED TEST DATE: HOURS TESTED TEST PRODUCTION OIL - BBL GAS - MCF WATER - BBL RATES CHOKE SIZE TBG PRESS CSG. PRESS. API GRAVITY BTU - GAS GAS/OIL RATIO 24 HR PRODUCTION OIL - BBL GAS - MCF WATER - BBL RATES 32. DISPOSITION OF GAS (Sold, Used for Fuel, Vented, Etc.) Used/Flared 33. SUMMARY OF POROUS ZONES (Include Aquifers): 34. FORMATION (Log) MARKERS: Show all important zones of porosity and contents thereof. Cored intervals and all drill-stem tests, including depth interval tested cushion used, time tool open, flowing and shut-in pressures and recoveries Top (MD) Bottom Top (Measured Depth) Name Formation Descriptions, Contents, etc. (MD) Green River Garden Gluch **Uteland Butte** Wasatch

35. ADDITIONAL REMARKS (include plugging procedure)

6. I hereby certify that the foregoing and attached information is complete and correct as determined from all available records.							
NAME (PLEASE PRINT) Cindy Turner	TITLE	Project Manager					
SIGNATURE Char, line	DATE	2/12/2014					

This report must be submitted within 30 days of

- completing or plugging a new well
- · drilling horizontal laterals from an existing well bore
- · recompleting to a different producing formation
- · reentering a previously plugged and abandoned well
- significantly deepening an existing well bore below the previous bottom-hole depth
- drilling hydrocarbon exploratory holes, such as core samples and stratigraphic tests

Send to: Utah Division of Oil, Gas and Mining

1594 West North Temple, Suite 1210

Box 145801

Salt Lake City, Utah 84114-5801

Phone: 801-538-5340

Fax: 801-359-3940

(5/2013)

PROD METHOD:

Pumping

INTERVAL STATUS:

Open

PROD METHOD:

INTERVAL STATUS:

PROD METHOD:

INTERVAL STATUS:

PROD METHOD

INTERVAL STATUS

2.871

4.839

6,567 6.740

^{*} ITEM 20: Show the number of completions if production is measured separately from two or more formations.

^{**} ITEM 24: Cement Top - Show how reported top(s) of cement were determined (circulated (CIR), calculated (CAL), cement bond log (CBL), temperature survey (TS)).

State/Country: UTAH, USA	Declination: 9.72 EAST TO GRID	Grid: 🗈	File name: C:\WiNSERVE\353820.SVY	Date/Time: 26-Aug-13 / 15:49	Curve Name: THREE FORKS 3-53-820 SURVEYS		
Job Number: 353820	Company: AXIA ENERGY	Lease/Well: THREE RIVERS 3-53-820	Location: UINTAH COUNTY	Rig Name: CAPSTAR 321	RKB: 13' ABOVE GROUND LEVEL	G.L. or M.S.L.: 4802' ABOVE SEA LEVEL	

BIGHORN DIRECTIONAL INCORPORATED

WINSERVE SURVEY CALCULATIONS
Minimum Curvature Method
Vertical Section Plane 256.88
Vertical Section Referenced to Wellhead
Rectangular Coordinates Referenced to Wellhead

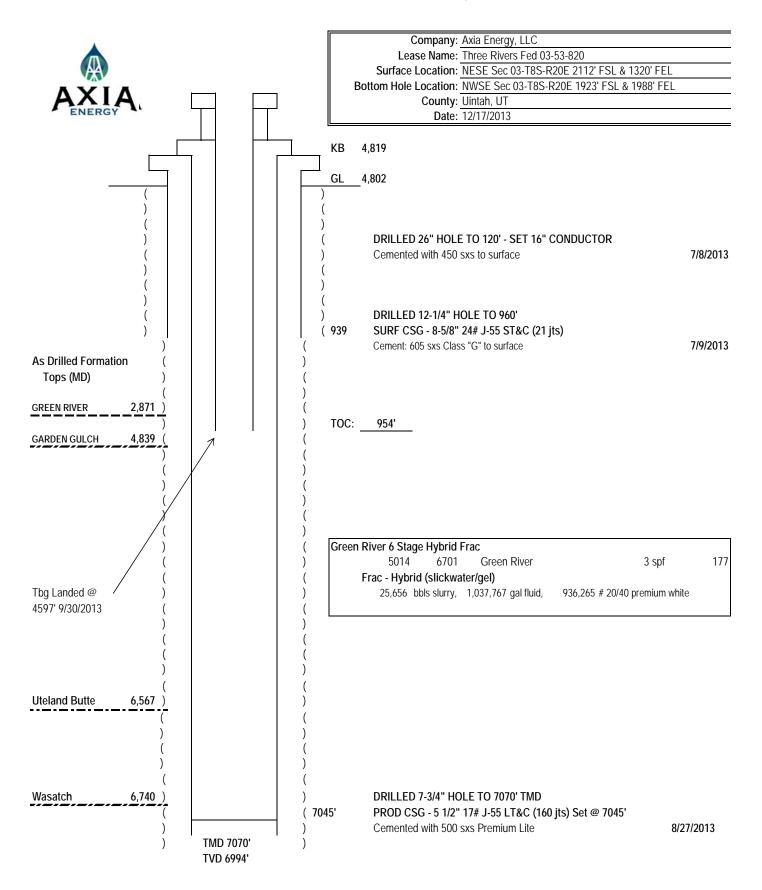
	1											
Dogleg Severity Deg/100	00:	.22	1.99	1.3	.42	.60	1.30	1.65	86	3.34	1.29	2.21
CLOSURE nce Direction T	00:	264.10	265.27	266.93	267.66	267.99	269.21	269.99	269.90	268.97	267.34	265.45
C L Distance FT	00:	20.73	25.29	31.15	36.92	42.23	47.52	53.86	61.27	71.11	83.41	97.47
Vertical Section FT	00.	20.57	25.02	30.68	36.26	41.44	46.43	52.46	59.69	69.53	82.02	96.38
E-W FT	00.	-20.62	-25.20	-31.11	-36.88	-42.21	-47.52	-53.86	-61.27	-71.10	-83.32	-97.16
N-S FT	00:	-2.13	-2.08	-1.67	-1.51	-1.48	99:-	01	10	-1.28	-3.87	-7.73
True Vertical Depth	00.	1032.72	1117.60	1203.39	1288.20	1374.03	1458.86	1544.62	1629.30	1714.71	1798.79	1882.56
Drift Direction Deg	00:	264.10	274.40	273.70	269.30	271.40	285.00	267.80	270.60	258.10	258.00	251.30
Incl Angle Deg	00.	2.30	3.90	4.00	3.80	3.30	4.00	4.60	5.40	7.90	9.00	10.50
Measured Depth FT	00.	1033.00	1118.00	1204.00	1289.00	1375.00	1460.00	1546.00	1631.00	1717.00	1802.00	1887.00

ל שהבנ

Dogleg Severity Deg/100	1.86 2.02 2.13 .71 .34		.69 .88 .81 1.98	94 1.46 1.36 2.29	. 62 1.89 2.59 . 42 1.31	2.03 1.10 1.35 99	1.80 2.20 1.49
CLOSURE Direction Deg	263.42 262.05 261.22 260.50 259.93	259.60 259.26 258.84 258.48 258.23	258.04 257.78 257.58 257.66 257.84	258.04 258.33 258.64 258.87 259.01	259.16 259.21 259.17 259.12 259.12	259.13 259.14 259.19 259.15 259.03	258.89 258.82 258.78 258.73
CLO Distance FT	113.90 132.56 153.74 176.85 200.13	223.74 247.39 269.96 292.14 313.89	336.34 358.42 380.27 401.59 422.25	442.92 464.37 486.43 508.01 528.68	548.83 568.21 585.15 600.27 614.75	627.30 639.26 651.22 662.78 673.40	682.25 688.91 693.59 696.28
Vertical Section FT	113.16 132.02 153.30 176.49 199.84	223.49 247.18 269.80 292.03 313.80	336.27 358.38 380.25 401.55	442.83 464.22 486.20 507.70 528.31	548.39 567.74 584.69 599.81 614.28	626.82 638.76 650.69 662.26 672.93	681.83 688.52 693.21 695.91
E-W	-113.14 -131.29 -151.94 -174.42 -197.05	-220.06 -243.06 -264.85 -286.25 -307.29	-329.03 -350.30 -371.38 -392.31 -412.78	-433.30 -454.77 -476.90 -498.45 -518.98	-539.04 -558.17 -574.73 -589.48 -603.70	-616.04 -627.81 -639.67 -650.94 -661.09	-669.46 -675.84 -680.32 -682.86
N-S TT	-13.06 -18.33 -23.47 -29.18 -34.99	-40.39 -46.11 -52.25 -58.37 -64.01	-69.71 -75.86 -81.77 -85.85 -88.94	-91.80 -93.95 -95.79 -98.08 -100.78	-103.19 -106.36 -109.98 -113.29	-118.32 -120.43 -122.13 -124.71	-131.47 -133.59 -135.01 -136.02
True Vertical Depth	1966.89 2049.76 2132.05 2214.86 2296.59	2378.24 2460.91 2542.84 2625.91 2708.07	2791.08 2873.14 2956.31 3038.59 3121.03	3204.49 3286.71 3368.76 3451.98 3534.42	3616.98 3700.76 3784.05 3867.70 3952.47	4036.53 4121.70 4205.85 4291.06 4375.39	4458.90 4543.63 4629.50 4714.45
Drift Direction Deg	251.80 255.60 256.40 255.10 256.10	257.50 254.50 254.00 254.10 255.90	254.70 253.00 255.70 262.30 260.50	263.60 264.90 265.60 262.20 262.80	263.50 257.50 257.90 256.80 261.50	257.10 262.40 261.20 252.90 249.20	247.60 257.50 245.40 254.80
Incl Angle Deg	12.10 13.60 15.40 15.90	16.30 15.70 15.20 14.80	15.40 14.80 14.70 13.80	14.10 15.30 15.00 14.20	13.50 12.60 10.40 10.10 9.30	7.70 8.30 7.90 7.60 6.90	5.40 3.70 2.60 1.10
Measured Depth FT	1973.00 2058.00 2143.00 2229.00 2314.00	2399.00 2485.00 2570.00 2656.00 2741.00	2827.00 2912.00 2998.00 3083.00 3168.00	3254.00 3339.00 3424.00 3510.00 3595.00	3680.00 3766.00 3851.00 3936.00 4022.00	4107.00 4193.00 4278.00 4364.00 4449.00	4533.00 4618.00 4704.00 4789.00

Dogleg Severity Deg/100	.37	.74	1.57 .28	.74	સંદ	, 'S	.29	1.32	14	. 6	.45	33	.37		, 5 , 5	88	S S	1.93	<u>-</u> . 6	3	.37		00.
CLOSURE Direction Deg	258.71 258.63	258.49	258.39 258.33	258.23	258.10	257.75	257.54	257.40	257.31	257.22 257.00	256.92	256.74	256.54	256.30	255.69	255.39	255.12	254.88	254.68 254.48		254.31		254.21
CLC Distance FT	697.87 699.19	700.72	701.86 702.36	702.81	703.24	703.90	704.17	703.91	703.38	703.02 702.66	702.49	702.47	702.09	701.85	702.72	703.15	703.28	702.16	699.90 697.89		696.03		694.65
Vertical Section FT	697.52 698.86	700.44	701.61 702.14	702.61	703.08	703.82	704.13	703.89	703.36	703.01 702.65	702.49	702.47	702.07	701.82	702.57	702.91	702.95	701.73	699.38 697.28		695.33		693.89
E-W FT	-684.36 -685.45	-686.63	-687.49 -687.84	-688.03	-688.13	-687.87	-687.59	-686.95	-686.19	-685.61	-684.26	-683.73	-682.80	-681.88	-680.90	-680.43	-679.69	-677.84	-675.02 -672.45		-6/0.11		-668.43
N-S FT	-136.67 -137.90	-139.81	-141.26 -142.08	-143.35	-144.99	-146.30	-151.93	-153.59	-154.52	-155.47 -156 96	-158.99	-161.17	-163.43	-166.25	-173.75	-177.31	-180.64	-183.18	-184.96 -186.72		-180.18		-189.05
True Vertical Depth	4800.44 4885.42	4971.39	5056.37 5141.37	5226.36	5312.34	5482.28	5568.25	5653.23	5739.22	5824.21	5995.17	6081.14	6166.10	6252.05	6421.88	6507.81	6592.74	6678.68	6/63.61 6848.55	200	0364.01		6994.48
Drift Direction Deg	238.20 206.90	214.70	196.00 208.20	176.40	190.20	177.90	169.60	136.30	145.00	152.40 155.40	170.20	162.90	152.60	168.80	174.70	169.90	165.10	121.90	122.50	7	02.111	ION TO TD.	117.20
Incl Angle Deg	1.10	1.80	.50 .70	1.10	1.10	1.70	1.70	8.	8 ;	5. 150	1.40	1.60	1.70	2.30	2.50	2.30	2.30	2.20	7.30 1.90	6	1.00	STRAIGHT LINE PROJECTION TO TD.	1.80
Measured Depth FT	4875.00 4960.00	5046.00	5131.00 5216.00	5301.00	5387.00	5557.00	5643.00	5728.00	5814.00	5985.00	6070.00	6156.00	6241.00	6327.00	6497.00	6583.00	6668.00	6754.00	6924.00	2040	00.00	STRAIGHT	7070.00

WELLBORE DIAGRAM (after completion)

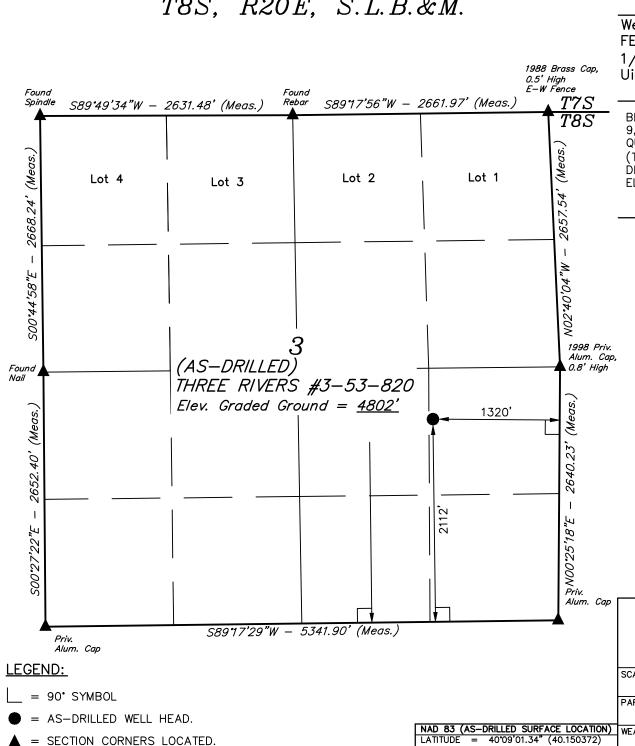


Sundry Number: 48883 API Well Number: 43047528200000

	STATE OF UTAH		FORM 9
	5.LEASE DESIGNATION AND SERIAL NUMBER: UTU85994		
SUNDR	RY NOTICES AND REPORTS	ON WELLS	6. IF INDIAN, ALLOTTEE OR TRIBE NAME:
	oposals to drill new wells, significantly reenter plugged wells, or to drill horizon n for such proposals.		7.UNIT or CA AGREEMENT NAME:
1. TYPE OF WELL Oil Well			8. WELL NAME and NUMBER: THREE RIVERS FEDERAL 3-53-820
2. NAME OF OPERATOR: ULTRA RESOURCES INC			9. API NUMBER: 43047528200000
3. ADDRESS OF OPERATOR: 304 Inverness Way South #	#245 , Englewood, CO, 80112	PHONE NUMBER: 303 645-9810 Ext	9. FIELD and POOL or WILDCAT: THREE RIVERS
4. LOCATION OF WELL FOOTAGES AT SURFACE: 2112 FSL 1320 FEL			COUNTY: UINTAH
QTR/QTR, SECTION, TOWNSH	HIP, RANGE, MERIDIAN: 3 Township: 08.0S Range: 20.0E Meric	lian: S	STATE: UTAH
11. CHEC	K APPROPRIATE BOXES TO INDICA	TE NATURE OF NOTICE, REPOI	RT, OR OTHER DATA
TYPE OF SUBMISSION		TYPE OF ACTION	
	ACIDIZE	ALTER CASING	CASING REPAIR
NOTICE OF INTENT Approximate date work will start:	✓ CHANGE TO PREVIOUS PLANS	CHANGE TUBING	CHANGE WELL NAME
Approximate date work will start:	CHANGE WELL STATUS	COMMINGLE PRODUCING FORMATIONS	CONVERT WELL TYPE
SUBSEQUENT REPORT Date of Work Completion:	DEEPEN	FRACTURE TREAT	NEW CONSTRUCTION
7/9/2013	OPERATOR CHANGE	PLUG AND ABANDON	PLUG BACK
 	PRODUCTION START OR RESUME	RECLAMATION OF WELL SITE	RECOMPLETE DIFFERENT FORMATION
SPUD REPORT Date of Spud:	REPERFORATE CURRENT FORMATION	SIDETRACK TO REPAIR WELL	TEMPORARY ABANDON
DRILLING REPORT	TUBING REPAIR	☐ VENT OR FLARE	☐ WATER DISPOSAL ☐
Report Date:	WATER SHUTOFF	SI TA STATUS EXTENSION	APD EXTENSION
	WILDCAT WELL DETERMINATION	OTHER	OTHER:
Ultra requests	completed operations. Clearly show to update the SHL per As-D	rilled plat attached.	Accepted by the Utah Division of Oil, Gas and Mining FOR RECORD ONLY March 19, 2014
NAME (PLEASE PRINT) Jenna Anderson	PHONE NUME 303 645-9804	BER TITLE Permitting Assistant	
SIGNATURE N/A		DATE 3/17/2014	
		∥ 5/11/251∓	

RECEIVED: Mar. 17, 2014

Sundry Number: 48883 API Well Number: 43047528200000 T8S, R20E, S.L.B.&M.



LONGITUDE = $109^{\circ}38'58.72"$ (109.649644)

ULTRA RESOURCES, INC.

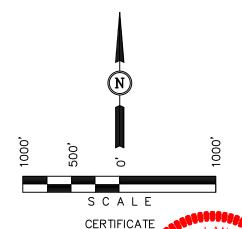
Well location, (AS-DRILLED) THREE RIVERS FEDERAL #3-53-820, located as shown in NE 1/4 SE 1/4 of Section 3, T8S, R20E, S.L.B.&M., Uintah County, Utah.

BASIS OF ELEVATION

BENCH MARK (38EAM) LOCATED IN THE SW 1/4 OF SECTION 9, T7S, R20E, S.L.B.&M. TAKEN FROM THE PELICAN LAKE, QUADRANGLE, UTAH, UINTAH COUNTY, 7.5 MINUTE QUAD (TOPOGRAPHIC MAP) PUBLISHED BY THE UNITED STATES DEPARTMENT OF THE INTERIOR, GEOLOGICAL SURVEY. SAID ELEVATION IS MARKED AS BEING 4942 FEET.

BASIS OF BEARINGS

BASIS OF BEARINGS IS A G.P.S. OBSERVATION.



THIS IS TO CERTIFY THAT THE ABOVE POT MAS PREPARED FROM FIELD NOTES OF ACTUAL SURVEYS MAN BY ME OR UNDER MY SUPERVISION AND THAT THE SAME AS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND BELIEF

REGISTE ED LAND SURVEYOR
REGISTRA ON NO. 161319
STATE OF TAHYTE OF UT

UINTAH ENGINEERING & LAND SURVEYING 85 SOUTH 200 EAST - VERNAL, UTAH 84078 (435) 789-1017

SCALE 1" = 1000'	DATE SURVEYED: DATE DRAWN: 01-14-14
J.F. C.A. C.I.	REFERENCES G.L.O. PLAT
WEATHER	FILE
COLD	ULTRA RESOURCES, INC.

RECEIVED: Mar. 17, 2014

Sundry Number: 48883 API Well Number: 43047528200000

